HMS HOLDINGS CORP

Form 4

March 06, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average

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5. Relationship of Reporting Person(s) to

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

LUCIA WILLIAM C			Symbol HMS HOLDINGS CORP [HMSY]				ISY]	Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date o	f Earliest T	ransaction			(Chec	ж ан аррисаоге	;)
5615 HIGH	I POINT DRIVE		(Month/I 03/04/2	Day/Year) 015				X Director X Officer (give below)		Owner er (specify
	(Street)		4. If Ame	endment, Da	ate Origina	1		6. Individual or Jo	oint/Group Filin	g(Check
IRVING, T	X 75038		Filed(Mo	nth/Day/Yea	r)			Applicable Line) _X_ Form filed by 0 Form filed by N Person	One Reporting Pe More than One Re	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securi	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Execution any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/04/2015			A	67,829 (1)	A	\$ 0	178,968	D	
Common Stock	03/05/2015			F	3,087 (2)	D	\$ 16.35	175,881	D	
Common Stock								264,681 (3)	I	By Lucia Family Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of ctionDerivative Expiration Date Expiration Date (Month/Day/Year) 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Numl Share
Nonqualified Stock Option (Right to Buy)	\$ 16.77	03/04/2015		A	192,976	<u>(4)</u>	03/03/2022	Common Stock	192

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
LUCIA WILLIAM C							
5615 HIGH POINT DRIVE	X		President and CEO				
IRVING TX 75038							

Signatures

/s/ Eugene V. DeFelice, as attorney-in-fact for William C.
Lucia 03/06/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents restricted stock units (RSUs), 50% of which vest in three equal annual installments beginning on March 4, 2016 (each a "Vesting Date"). The remaining 50% (the "Performance RSUs") will vest only if the Issuer's average closing price/share in any consecutive 30 calendar day period preceding the first, second and/or third Vesting Date is at least 25% higher than the closing

- price/share on the date of grant (the "Performance Goal"). If the Performance Goal is met prior to the first Vesting Date, one-third of the Performance RSUs will vest on each Vesting Date; if the Performance Goal is met after the first Vesting Date but prior to the second Vesting Date, two-thirds of the Performance RSUs will vest on the second Vesting Date and one-third will vest on the third Vesting Date; if the Performance Goal is met after the second Vesting Date but prior to the third Vesting Date, 100% of the Performance RSUs will vest on the third Vesting Date.
- (2) The reported shares were withheld by the Issuer to satisfy tax withholding obligations upon the vesting of a portion of the Reporting Person's restricted stock units.
 - These shares are indirectly owned by The William C Lucia Family Trust, a revocable trust for which the Reporting Person is Trustee.
- (3) Taking into account shares owned both directly and indirectly by family trust, the Reporting Person beneficially owned an aggregate of 440,562 shares following the transactions reported on this Form 4.

Reporting Owners 2

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50% of the option vests in three equal annual installments beginning on March 4, 2016 (each a "Vesting Date"). The remaining 50% (the "Performance Options") will vest only if the Performance Goal is met. If the Performance Goal is met prior to the first Vesting Date, one-third of the Performance Options will vest on each Vesting Date; if the Performance Goal is met after the first Vesting Date but prior to the second Vesting Date, two-thirds of the Performance Options will vest on the second Vesting Date and one-third will vest on the third Vesting Date; if the Performance Options will vest on the third Vesting Date, 100% of the Performance Options will vest on the third Vesting Date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.