

HMS HOLDINGS CORP
Form 4
May 17, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Miller III William F

(Last) (First) (Middle)

401 PARK AVENUE SOUTH

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HMS HOLDINGS CORP [HMSY]

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 | | | | (A) | 3,000 | I | Held in Trust for Daughter |
| Common Stock | | | | (A) | 3,000 | I | Held in Trust for Son |
| Common Stock | 05/15/2007 | | M | 3,900 A | \$ 2.48 553,395 | D | |
| Common Stock | 05/15/2007 | | F | 3,900 D | \$ 22.08 528,095 | D | |

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

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | 8. Title and Amount of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Incentive Stock Option (right to buy) | \$ 2.92 | | | | | 11/04/2005 | 11/04/2013 | Common Stock | 3 |
| Incentive Stock Option (right to buy) | \$ 6.95 | | | | | <u>(1)</u> | 04/14/2015 | Common Stock | 2 |
| Non-Qualified Stock Option (right to buy) | \$ 2.92 | | | | | 11/04/2004 | 11/04/2013 | Common Stock | 6 |
| Non-Qualified Stock Option (right to buy) | \$ 3.41 | | | | | 12/19/2004 ⁽¹⁾ | 12/19/2012 | Common Stock | 3 |
| Non-Qualified Stock Option (right to buy) | \$ 6.95 | | | | | <u>(1)</u> | 04/14/2015 | Common Stock | 1 |
| Incentive Stock Option (right to buy) | \$ 3.41 | | | | | 12/19/2004 ⁽¹⁾ | 12/19/2012 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 14.66 | | | | | <u>(2)</u> | 11/02/2016 | Common Stock | |
| Incentive Stock Option (right to buy) | \$ 2.48 | 05/15/2007 | | M | 3,900 | 12/12/2003 ⁽¹⁾ | 12/12/2011 | Common Stock | 7 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Miller III William F 401 PARK AVENUE SOUTH NEW YORK, NY 10016 | | X | | |

Signatures

Thomas G. Archbold for William F. Miller III. Authorized by power of attorney dated October 25, 2004.

05/17/2007

__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).
- (1) Options vest in 1/3 increments with 1/3 vesting on grant date, and 1/3 on each of the next two anniversary dates.
- (2) Options will vest in 25% increments on the anniversary on the anniversary date of the grant, starting on the first anniversary 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.