

HMS HOLDINGS CORP
Form 4
July 12, 2007

FORM 4

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

OMB APPROVAL

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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 *
HOLSTER ROBERT M

(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)
07/12/2007

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)
CEO and Chairman of the Board

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	07/12/2007 ⁽¹⁾		M	20,000	A \$ 1.19	77,314	D
Common Stock	07/12/2007 ⁽¹⁾		S	20,000	D \$ 19.39	57,314	D
Common Stock						13,773	I Held in Trust for Son ⁽²⁾
Common Stock						14,223	I Held in Trust for Son ⁽³⁾
						8,000	I

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Common
Stock

Held by
Spouse

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 a Underlying (Instr. 3)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 1.19	07/12/2007 ⁽¹⁾		M	20,000	⁽⁴⁾ 03/30/2011	Comm Stock
Incentive Stock Option (right to buy)	\$ 2.48					⁽⁵⁾ 12/12/2011	Comm Stock
Incentive Stock Option (right to buy)	\$ 3.41					⁽⁵⁾ 12/19/2012	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 3.41					⁽⁵⁾ 12/19/2012	Comm Stock
Incentive Stock Option (right to buy)	\$ 2.92					11/04/2005 11/04/2013	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 2.92					11/04/2004 11/04/2013	Comm Stock
Incentive Stock Option (right to buy)	\$ 6.95	07/12/2007		G	29,159	⁽⁵⁾ 04/14/2015	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 6.95	07/12/2007		G ⁽⁶⁾	29,159	⁽⁵⁾ 04/14/2015	Comm Stock
Non-Qualified Stock Option	\$ 6.95	07/12/2007		G	120,841	⁽⁵⁾ 04/14/2015	Comm Stock

(right to buy)

Non-Qualified
Stock Option
(right to buy)

\$ 6.95

07/12/2007

G⁽⁶⁾

120,841

⁽⁵⁾

04/14/2015

Comm
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLSTER ROBERT M 401 PARK AVENUE SOUTH NEW YORK, NY 10016	X		CEO and Chairman of the Board	

Signatures

Robert M.
Holster

07/12/2007

**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) Transaction pursuant to 10b5-1 sales plan executed on March 5, 2007.
- (2) Brett Holster, son of Robert, owns these shares. The reporting person disclaims beneficial ownership.
- (3) Andrew Holster, son of Robert, owns these shares. The reporting person disclaims beneficial ownership.
- (4) Options vest as follows: 100,000 vesting on first anniversary, and 75,000 at the end of each quarterly period thereafter.
- (5) Options vest in 1/3 increments, with 1/3 vesting on grant date, and 1/3 vesting on each of the next two anniversary dates.
- (6) Shares were gifted (Code G) to Carlotta D. Holster as trustee of the Robert M. Holster 2007 Family Trust. The filing individual disclaims beneficial ownership.

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.