

Walker David N  
 Form 4  
 December 17, 2010

**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 \*  
 Walker David N

2. Issuer Name and Ticker or Trading Symbol  
 MAXIMUS INC [MMS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 11419 SUNSET HILLS ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/16/2010

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

RESTON, VA 20190-5207

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

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

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 12/16/2010                           |  | M                              | A   | \$ 24.4   | 14,420.245   | D                                 |
| Common Stock                    | 12/16/2010                           |  | S                              | D   | \$ 66.363<br><u>(3)</u>   | 12,670.245   | D                                 |
| Common Stock                    | 12/16/2010                           |  | M                              | A   | \$ 35.09  | 15,870.245   | D                                 |
| Common Stock                    | 12/16/2010                           |  | S                              | D   | \$ 66.209<br><u>(4)</u>   | 12,670.245   | D                                 |

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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 Securities (Instr. 3 and 4) | 8. Price or Value of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Options                              | \$ 24.4  | 12/16/2010                           |  | M                              | 1,750   | (1) (1)  | Common Stock 1,750  | \$  |
| Stock Options                              | \$ 35.09   | 12/16/2010                           |  | M                              | 3,200   | (2) (2)  | Common Stock 3,200  | \$  |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Walker David N<br>11419 SUNSET HILLS ROAD<br>RESTON, VA 20190-5207 |               |           | CFO     |       |

## Signatures

David R. Francis: As Attorney-In-Fact for: David Walker 12/17/2010

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) Effective 11/18/2002 - Non Qualified Stock Options to acquire 3,500 shares of common stock were issued with the following vesting schedules Shares Vest Date 875 11/18/2003 875 11/18/2004 875 11/18/2005 875 11/18/2006 These options expire on 11/18/2012
- (2) Effective 5/1/2006 - Non Qualified Stock Options to acquire 50,000 shares of common stock were issued with the following vesting schedules Shares Vest Date 12,500 5/1/2007 12,500 5/1/2008 12,500 5/1/2009 12,500 5/1/2010 These options expire on 5/1/2012

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(3) Weighted average sale price for prices ranging from \$66.26 to \$66.64. 898 shares were sold at \$66.26 per share; 200 shares were sold at \$66.32 per share; 100 shares were sold at \$66.38 per share; 16 shares were sold at \$66.40 per share; 100 shares were sold at \$66.47 per share; 100 shares were sold at \$66.51 per share; 1 shares were sold at \$66.54 per share; 208 shares were sold at \$66.57 per share; 100 shares were sold at \$66.59 per share; 27 shares were sold at \$66.64 per share.

(4) Weighted average sale price for prices ranging from \$66.15 to \$66.375. 1652 shares were sold at \$66.15 per share; 200 shares were sold at \$66.16 per share; 300 shares were sold at \$66.205 per share; 200 shares were sold at \$66.26 per share; 348 shares were sold at \$66.27 per share; 100 shares were sold at \$66.325 per share; 200 shares were sold at \$66.37 per share; 200 shares were sold at \$66.375 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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