

# 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 or Section 30(h) of the  
 Investment Company Act of 1940

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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>THOMPSON JAMES R</b> <small>(Last) (First) (Middle)</small> <b>C/O WINSTON &amp; STRAWN, 35 WEST          WACKER DRIVE, SUITE 4600</b> <small>(Street)</small> <b>CHICAGO, IL 60601</b> <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol <b>MAXIMUS INC [MMS]</b> 3. Date of Earliest Transaction (Month/Day/Year) <b>02/16/2011</b> 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/16/2011		M		84	A	\$ 34.99	84	D	
Common Stock	02/16/2011		S		78	D	\$ 72.73	6	D	
Common Stock	02/16/2011		S		6	D	\$ 72.74	0	D	
Common Stock	02/16/2011		M		2,568	A	\$ 34.29	2,568	D	
Common Stock	02/16/2011		S		2,568	D	\$ 72.699 (1)	0	D	
Common Stock	02/16/2011		M		143	A	\$ 34.29	143	D	
Common Stock	02/16/2011		S		143	D	\$ 72.67	0	D	
Common Stock	02/16/2011		M		919	A	\$ 30.47	919	D	
Common Stock	02/16/2011		S		919	D	\$ 72.666 (2)	0	D	
Common Stock	02/16/2011		M		15,000	A	\$ 36.91	15,000	D	
Common Stock	02/16/2011		S		15,000	D	\$ 72.695 (3)	0	D	
Common Stock	02/16/2011		M		172	A	\$ 35.82	172	D	
Common Stock	02/16/2011		S		72	D	\$ 72.695	100	D	
Common Stock	02/16/2011		S		100	D	\$ 72.70	0	D	
Common Stock	02/16/2011		M		172	A	\$ 35.40	172	D	
Common Stock	02/16/2011		S		172	D	\$ 72.76	0	D	
Common Stock	02/16/2011		M		2,073	A	\$ 35	2,073	D	
Common Stock	02/16/2011		S		2,073	D	\$ 72.701 (4)	0	D	
Common Stock	02/16/2011		M		172	A	\$ 35	172	D	
Common Stock	02/16/2011		S		172	D	\$ 72.75	0	D	

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

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**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)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options	\$ 34.99	02/16/2011		M			84	03/21/2005	03/21/2011	Common Stock	84	\$ 0	0	D	
Stock Options	\$ 34.29	02/16/2011		M			2,568	03/22/2005	03/22/2011	Common Stock	2,568	\$ 0	0	D	
Stock Options	\$ 34.29	02/16/2011		M			143	03/22/2005	03/22/2011	Common Stock	143	\$ 0	0	D	
Stock Options	\$ 30.47	02/16/2011		M			919	04/28/2005	04/28/2011	Common Stock	919	\$ 0	0	D	
Stock Options	\$ 36.91	02/16/2011		M			15,000	(5)	(5)	Common Stock	15,000	\$ 0	0	D	
Common Stock	\$ 35.82	02/16/2011		M			172	03/06/2001	03/06/2011	Common Stock	172	\$ 0	0	D	
Stock Options	\$ 35.40	02/16/2011		M			172	05/11/2001	05/11/2011	Common Stock	172	\$ 0	0	D	
Stock Options	\$ 35	02/16/2011		M			2,073	05/16/2001	05/16/2011	Common Stock	2,073	\$ 0	0	D	
Stock Options	\$ 35	02/16/2011		M			172	05/16/2001	05/16/2011	Common Stock	172	\$ 0	0	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMPSON JAMES R C/O WINSTON & STRAWN 35 WEST WACKER DRIVE, SUITE 4600 CHICAGO, IL 60601	X			

## Signatures

David R. Francis: As Attorney-In-Fact for: James R. Thompson	02/18/2011
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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) Weighted average sale price for prices ranging from \$72.63 to \$72.72. 77 shares were sold at \$72.63 per share; 23 shares were sold at \$72.66 per share; 100 shares were sold at \$72.67 per share; 200 shares were sold at \$72.69 per share; 1568 shares were sold at \$72.70 per share; 100 shares were sold at \$72.705 per share; 300 shares were sold at \$72.71 per share; 200 shares were sold at \$72.72 per share.
- (2) Weighted average sale price for prices ranging from \$72.65 to \$72.68. 196 shares were sold at \$72.65 per share; 163 shares were sold at \$72.66 per share; 360 shares were sold at \$72.67 per share; 200 shares were sold at \$72.68 per share.
- (3) Weighted average sale price for prices ranging from \$72.56 to \$72.68. 20 shares were sold at \$72.56 per share; 100 shares were sold at \$72.63 per share; 100 shares were sold at \$72.65 per share; 977 shares were sold at \$72.67 per share; 5900 shares were sold at \$72.675 per share; 103 shares were sold at \$72.68 per share; 613 shares were sold at \$72.69 per share; 100 shares were sold at \$72.695 per share; 3429 shares were sold at \$72.70 per share; 200 shares were sold at \$72.705 per share; 800 shares were sold at \$72.71 per share; 558 shares were sold at \$72.72 per share; 100 shares were sold at \$72.733 per share; 1100 shares were sold at \$72.745 per share; 900 shares were sold at \$72.76 per share.
- (4) Weighted average sale price for prices ranging from \$72.63 to \$72.72. 100 shares were sold at \$72.63 per share; 100 shares were sold at \$72.675 per share; 877 shares were sold at \$72.70 per share; 796 shares were sold at \$72.71 per share; 200 shares were sold at \$72.72 per share.
- (5) Effective 3/5/2001 - Non Qualified Stock Options to acquire 15,000 shares of common stock were issued with the following vesting schedules Shares Vest Date 5,000 3/5/2001 5,000 3/5/2002 5,000 3/5/2003 These options expire on 3/5/2011

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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