

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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 * THOMPSON JAMES R			2. Issuer Name and Ticker or Trading Symbol MAXIMUS INC [MMS]			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/23/2012					
C/O WINSTON & STRAWN, 35 WEST WACKER DRIVE, SUITE 4600								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
CHICAGO, IL 60601								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/23/2012		M		240	A	\$ 15.455	240	D	
Common Stock	05/23/2012		S		240	D	\$ 46.59 (1)	0	D	
Common Stock	05/23/2012		M		342	A	\$ 12.16	342	D	
Common Stock	05/23/2012		S		342	D	\$ 45.99 (2)	0	D	
Common Stock	05/23/2012		M		362	A	\$ 11.50	362	D	
Common Stock	05/23/2012		S		362	D	\$ 46.02 (3)	0	D	
Common Stock	05/23/2012		M		328	A	\$ 12.665	328	D	
Common Stock	05/23/2012		S		328	D	\$ 45.97 (4)	0	D	
Common Stock	05/23/2012		M		310	A	\$ 13.40	310	D	
Common Stock	05/23/2012		S		310	D	\$ 45.98 (5)	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)		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 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	\$ 15.455	05/23/2012		M		240		06/05/2002	06/05/2012	Common Stock	240	\$ 0	0	D	
Stock Options	\$ 12.16	05/23/2012		M		342		08/21/2002	08/21/2012	Common Stock	342	\$ 0	0	D	

Stock Options	\$ 11.50	05/23/2012		M		362		11/13/2002	11/13/2012	Common Stock	362	\$ 0	0	D	
Stock Options	\$ 13.40	05/23/2012		M		310		12/19/2002	12/19/2012	Common Stock	310	\$ 0	0	D	
Stock Options	\$ 12.665	05/23/2012		M		328		11/20/2002	11/20/2012	Common Stock	328	\$ 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		05/24/2012
<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 sales price for prices ranging from \$46.58 to \$46.60. The reporting person will provide full information regarding the number of shares purchased or sold at each separate price upon request by the Commission staff, the issuer, or a security holder of the issuer.
- (2) Weighted average sales price for prices ranging from \$45.85 to \$46.12. The reporting person will provide full information regarding the number of shares purchased or sold at each separate price upon request by the Commission staff, the issuer, or a security holder of the issuer.
- (3) Weighted average sales price for prices ranging from \$45.87 to \$46.16. The reporting person will provide full information regarding the number of shares purchased or sold at each separate price upon request by the Commission staff, the issuer, or a security holder of the issuer.
- (4) Weighted average sales price for prices ranging from \$45.77 to \$46.16. The reporting person will provide full information regarding the number of shares purchased or sold at each separate price upon request by the Commission staff, the issuer, or a security holder of the issuer.
- (5) Weighted average sales price for prices ranging from \$45.80 to \$46.16. The reporting person will provide full information regarding the number of shares purchased or sold at each separate price upon request by the Commission staff, the issuer, or a security holder of the issuer.

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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