

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

(Print or Type Responses)

1. Name and Address of Reporting Person <b>FRANCIS DAVID</b>			2. Issuer Name and Ticker or Trading Symbol <b>MAXIMUS INC [mms]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Corporate Counsel</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/17/2004</b>			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		
C/O MAXIMUS INC, 11419 SUNSET HILLS RD			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) <b>RESTON, VA 20190</b>								
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	02/18/2004		M		625	A	\$ 25.25	4,339	D	
Common Stock	02/18/2004		S		625	D	\$ 36	3,714	D	
Common Stock	02/17/2004		M		90	A	\$ 27.625	3,804	D	
Common Stock	02/17/2004		S		90	D	\$ 36.5177	3,714	D	
Common Stock	02/17/2004		M		721	A	\$ 26.25	4,435	D	
Common Stock	02/17/2004		S		721	D	\$ 36.5177	3,714	D	
Common Stock	02/18/2004		M		629	A	\$ 26.25	4,343	D	
Common Stock	02/18/2004		S		629	D	\$ 36	3,714	D	
Common Stock	02/18/2004		M		3,000	A	\$ 20.438	6,714	D	
Common Stock	02/18/2004		S		3,000	D	\$ 36	3,714	D	
Common Stock	02/18/2004		M		5,046	A	\$ 20.75	8,760	D	
Common Stock	02/18/2004		S		5,046	D	\$ 36	3,714	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
Stock Option (right to buy)	\$ 25.25	02/18/2004		M		625		(1)	08/07/2008	Common Stock	625	\$ 36	0	D	

Stock Option (right to buy)1	\$ 27.625	02/17/2004		M		90	(2)	10/12/2008	Common Stock	90	\$ 36.5177	0	D
Stock Option (right to buy)	\$ 26.25	02/17/2004		M		721	(3)	10/15/2009	Common Stock	721	\$ 36.5177	629	D
Stock Option (right to buy)	\$ 26.25	02/18/2004		M		629	(3)	10/15/2009	Common Stock	629	\$ 36	0	D
Stock Option (right to buy)	\$ 20.438	02/18/2004		M		3,000	(4)	06/13/2010	Common Stock	3,000	\$ 36	1,500	D
Stock Option (right to buy)	\$ 20.75	02/18/2004		M		5,046	(5)	10/27/2010	Common Stock	5,046	\$ 36	1,682	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANCIS DAVID C/O MAXIMUS INC 11419 SUNSET HILLS RD RESTON, VA 20190			Corporate Counsel	

## Signatures

David R. Francis	02/19/2004
<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) This option became exercisable with respect to 25% of the total underlying shares on August 7, 1999, and with respect to an additional 25% of the total underlying shares on each of the three anniversaries of such date.
- (2) This option became exercisable with respect to 25% of the total underlying shares on September 20, 1999, and with respect to an additional 25% of the total underlying shares on each of the three anniversaries of such date.
- (3) This option became exercisable with respect to 25% of the total underlying shares on September 30, 2000, and with respect to an additional 25% of the total underlying shares on each of the three anniversaries of such date.
- (4) This option became exercisable with respect to 25% of the total underlying shares on June 13, 2001, and with respect to an additional 25% of the total underlying shares on each of the three anniversaries of such date.
- (5) This option became exercisable with respect to 25% of the total underlying shares on September 30, 2001, and with respect to an additional 25% of the total underlying shares on each of the three anniversaries of such date.

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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Exhibit 24  
POWER OF ATTORNEY  
For Executing Forms 3, 4 and 5

Know all by these presents, that the undersigned hereby constitutes and appoints each of David V. Mastran, Richard A. Montoni, and David R. Francis, signing singly, his/her true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4 and 5 and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney - in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his/her substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21 day of August, 2002.

Signature

David R. Francis  
Printed Name