

DISTEFANO JAMES L
Form 4/A
January 06, 2006

FORM 4

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

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DISTEFANO JAMES L

2. Issuer Name **and** Ticker or Trading
Symbol
HEALTHCARE SERVICES
GROUP INC [HCSG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
3220 TILLMAN DR, SUITE 300
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/06/2006

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Chief Financial Officer

BENSALEM, PA 19020

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/05/2006

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common stock			Code V	Amount (D) Price	3,729 ⁽¹⁾	D	

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

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information contained in this form are not
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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Deriva Securit (Instr. 3)
Phantom stock	\$ 0 <u>(2)</u>	01/05/2006		A	357 <u>(3)</u>	01/05/2006 <u>(4)</u>	Common stock	357 \$ 20.

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DISTEFANO JAMES L 3220 TILLMAN DR SUITE 300 BENSALEM, PA 19020	Chief Financial Officer

Signatures

/s/ James
DiStefano 01/06/2006

 **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) Includes 459 shares issued in 2006 pursuant to 2005 Employee Stock Purchase Plan contributions.
- (2) Shares issued at conversion rate of 1 to 1
- (3) Acquired pursuant to an issuer contribution under the Healthcare Services Group, Inc Deferred Compensation Plan
- (4) Shares of Phantom Stock are payable in cash or stock following termination of the reporting person's employment with the issuer.
- (5) Revision to original filing of 1-05-06.

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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