

MCCARTNEY DANIEL P

Form 4

January 05, 2010

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,
 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 *
 MCCARTNEY DANIEL P

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 DRIVE, SUITE
 300

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/04/2010

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
 Chief Executive Officer

(Street)
 BENSLEM, PA 19020

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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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SEC 1474
 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying	8.
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		Securities (Instr. 3 and 4)		S	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom stock	\$ 0 ⁽¹⁾	01/04/2010	A		1,757 ⁽²⁾		01/04/2010	⁽³⁾	common stock	1,757
Stock option	\$ 21.46	01/04/2010	A		5,000		01/04/2011	01/04/2020	common stock	5,000
Stock option	\$ 21.46	01/04/2010	A		5,000		01/04/2012	01/04/2020	common stock	5,000
Stock option	\$ 21.46	01/04/2010	A		5,000		01/04/2013	01/04/2020	common stock	5,000
Stock option	\$ 21.46	01/04/2010	A		5,000		01/04/2014	01/04/2020	common stock	5,000
Stock option	\$ 21.46	01/04/2010	A		5,000		01/04/2015	01/04/2020	common stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCARTNEY DANIEL P 3220 TILLMAN DRIVE SUITE 300 BENSALEM, PA 19020	X		Chief Executive Officer	

Signatures

/s/ Daniel P.
McCartney

01/05/2010

 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) SHARES ISSUED AT CONVERSION RATE OF 1 FOR 1

(2) ACQUIRED PURSANT TO AN ISSUER CONTRIBUTION UNDER THE HEALTHCARE SERVICES GROUP, INC DEFERRED COMPENSATION PLAN

(3)

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SHARES OF PHANTOM STOCK ARE PAYABLE IN KIND FOLLOWING TERMINATION OF THE REPORTING PERSON'S EMPLOYMENT WITH 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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