

MONTONI RICHARD A
 Form 4
 June 22, 2006

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, 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 *
 MONTONI RICHARD A

(Last) (First) (Middle)
 C/O MAXIMUS INC, 11419
 SUNSET HILLS RD
 (Street)

RESTON, VA 20190

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 MAXIMUS INC [MMS]

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/20/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO and Director

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | 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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 (9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount |
|---|------------------------------|------------------|------------|--|------|---|-----|-----|---------------------------|-----------------|--------------|--------|
| Restricted Stock Units (RSU) ⁽¹⁾ | \$ 29.66 | 06/20/2006 | A | 18,079 ⁽²⁾ | | | | | ⁽³⁾ | ⁽⁴⁾ | Common Stock | 18 |
| Stock Options (Right to Buy) | \$ 29.66 | 06/20/2006 | A | 225,500 | | | | | 06/20/2007 ⁽⁶⁾ | 06/20/2010 | Common Stock | 225 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MONTONI RICHARD A C/O MAXIMUS INC 11419 SUNSET HILLS RD RESTON, VA 20190 | X | | CEO and Director | |

Signatures

David R. Francis: As Attorney-In-Fact for Richard A. Montoni 06/22/2006

**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) Each RSU represents a contingent right to receive one share of common stock.
These awards are being issued pursuant to the Executive Employment, Non-Compete and Confidentiality Agreement between Mr. Montoni and MAXIMUS dated April 21, 2006, to replace awards that Mr. Montoni forfeited or would forfeit if not exercised prior to June 30, 2006 as a result of the termination of his employment with the company on March 31, 2006.
- (3) Restricted stock units vest based on the following schedule: Shares Vest Date 3,792 03/31/2007 3,791 03/31/2008 3,208 03/31/2009 3,207 03/31/2010 2,582 30/31/2011 1,499 03/31/2012
- (4) Expiration date not applicable to RSU's.
Of this amount, 130,579 shares are restricted and subject to future vesting pursuant to the terms of the grant of restricted stock previously made by the issuer to the reporting person. The reporting person does not have voting or dispositive power over these shares of restricted stock.
- (6) Options vest as follows: Shares Vest Date 56,375 06/20/2007 56,375 06/20/2008 56,375 06/20/2009 56,375 06/20/2010

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.