

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-03-04** | Period of Report: **2013-02-27**
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REPORTING OWNER

Donabauer Joseph M

CIK: **1296663**

Type: **4/A** | Act: **34** | File No.: **000-50194** | Film No.: **13661821**

Mailing Address
*100 PHILIPS PARKWAY
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ISSUER

HMS HOLDINGS CORP

CIK: **1196501** | IRS No.: **113656261** | Fiscal Year End: **1231**

SIC: **7389** Business services, nec

Mailing Address
*5615 HIGH POINT DRIVE
IRVING TX 75038*

Business Address
*5615 HIGH POINT DRIVE
IRVING TX 75038
214-453-3000*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Donabauer Joseph M			2. Issuer Name and Ticker or Trading Symbol HMS HOLDINGS CORP [HMSY]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title <input checked="" type="checkbox"/> Other (specify below) VP and Controller	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2013			
401 PARK AVENUE SOUTH			4. If Amendment, Date Original Filed(Month/Day/Year) 03/01/2013		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	
(Street)						
NEW YORK, NY 10016						
(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	02/27/2013		A		2,783	A	\$28.74	5,325 ⁽¹⁾	D	
Common Stock	02/28/2013		M		6,483	A	\$12.61	11,808 ⁽¹⁾	D	
Common Stock	02/28/2013		S		6,483	D	\$29.02	5,235 ⁽¹⁾	D	
Common Stock	02/28/2013		M		1,322	A	\$19.77	6,647 ⁽¹⁾	D	
Common Stock	02/28/2013		S		1,322	D	\$29.02	5,325 ⁽¹⁾	D	
Common Stock	02/28/2013		S		806	D	\$29.02	4,519 ⁽¹⁾	D	

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 Securities Underlying Derivative Security (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
Non Qualified Stock	\$12.61	02/28/2013		M		6,483		10/01/2009 ⁽²⁾	09/30/2016	Common Stock	6,483	\$ 0	0 ⁽⁴⁾	D	

Option (Right to Buy)															
Non Qualified Stock Option (Right to Buy)	\$19.77	02/28/2013		<u>M</u>		1,322	10/01/2010 ⁽³⁾	09/30/2017	Common Stock	1,322	\$ 0	1,322 ⁽⁴⁾	D		

Explanation of Responses:

1. Includes 2,783 restricted stock units (RSUs) granted on February 27, 2013 which vest ratably over three years commencing on the first anniversary of the grant date. Also includes: (i) 560 RSUs grants on October 1, 2009 (ii) 259 RSUs granted on October 1, 2010, (ii) 599 RSUs granted on October 1, 2011 and (iii) 1,124 RSUs granted on October 5, 2012.
2. Date shown is the date of grant. Fifty percent of these options vested annually in 1/3 increments over a period of three years commencing on December 31, 2010. The remaining 50%, vested on December 31, 2012 based on the Issuer's achievement of certain pre-defined performance criteria and the Reporting Persons satisfaction of certain service conditions.
3. Date shown is the date of grant. These options vested annually in 1/3 increments over a period of three years commencing on December 31, 2010.
4. Only refers to the derivative securities in this class.

Signatures

/s/ Joseph M. Donabauer

** Signature of Reporting Person

03/04/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.