

GREGOIRE DANIEL N

Form 4

March 07, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
GREGOIRE DANIEL N

2. Issuer Name **and** Ticker or Trading
Symbol
MAGELLAN HEALTH SERVICES
INC [MGLN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

55 NOD ROAD

(Street)

AVON, CT 06001

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/05/2013

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
General Counsel and Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Ordinary Common Stock, \$0.01 par value	03/05/2013		M ⁽¹⁾	1,254 A	\$ 0 (2) 7,292	D	
Ordinary Common Stock, \$0.01 par value	03/05/2013		F ⁽³⁾	415 D	\$ 53 (4) 6,877	D	

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 (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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽²⁾	03/05/2013		M ⁽¹⁾			1,254	03/05/2013	⁽⁵⁾	Common Stock	1,254
Stock Options (right to buy)	\$ 53 ⁽⁴⁾	03/05/2013		A		36,961		⁽⁶⁾	03/05/2023	Common Stock	36,961
Rstricted Stock Units - 2013	\$ 0 ⁽⁷⁾	03/05/2013		A		3,468		⁽⁸⁾	⁽⁵⁾	Common Stock	3,468

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GREGOIRE DANIEL N 55 NOD ROAD AVON, CT 06001	General Counsel and Secretary

Signatures

/s/ Daniel N.
Gregoire 03/07/2013

 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)

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This transaction was effectuated by a one-third vesting of the Restricted Stock Unit Award granted on March 5, 2012. Each Restricted Stock Unit represents a contingent right to receive one share of Magellan common stock. The remainder of 2,506 shares shall vest in equal increments on March 5 of 2014 and 2015.

- (2) No price was applicable to the acquisition of this security.
- (3) Represents the portion of shares which the Company determined to settle in cash to pay applicable tax withholding.
- (4) Closing price of Magellan shares on NASDAQ on March 5, 2013.
- (5) Not applicable.
- (6) Options vest and become exercisable in one-third increments on March 5 of each of 2014, 2015 and 2016.
- (7) Each restricted stock unit represents a contingent right to receive one share of Magellan common stock.
- (8) Restricted Stock Units shall vest in one-third increments on March 5 of each of 2014, 2015 and 2016, subject to satisfaction of certain performance requirements.

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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