

HMS HOLDINGS CORP
Form 4
August 13, 2007

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 *
Archbold Thomas G

(Last) (First) (Middle)

401 PARK AVENUE SOUTH

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HMS HOLDINGS CORP [HMSY]

3. Date of Earliest Transaction
(Month/Day/Year)
08/09/2007

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)

Former Corporate Officer

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 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 | | | | | 8,397 | D | |
| Incentive Stock Option (right to buy) | 08/09/2007 | | M | 8,961 A | \$ 6.42 29,975 | D | |
| Incentive Stock Option (right to buy) | 08/09/2007 | | S | 8,961 D | \$ 25.16 21,014 | D | |

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Incentive Stock Option (right to buy) 08/09/2007 M 13,987 A \$ 6.95 35,065 D

Incentive Stock Option (right to buy) 08/09/2007 S 13,987 D \$ 25.16 21,078 D

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

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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 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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Incentive Stock Option (right to buy) | \$ 2.92 | | | | | 11/04/2005 | 11/04/2013 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 3.1 | | | | | 08/19/2005 | 08/19/2012 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 3.41 | | | | | 12/19/2004 | 12/19/2012 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 10.98 | | | | | 06/26/2006 | 06/26/2016 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 6.42 | 08/09/2007 | | M | 8,961 | 04/15/2004 ⁽¹⁾ | 04/15/2014 | Common Stock |
| | \$ 10.98 | | | | | ⁽²⁾ | 06/26/2016 | |

| | | | | | | | | |
|---|---------|------------|---|--------|------------|------------|--|-----------------|
| Non-Qualified Stock Option (right to buy) | | | | | | | | Common Stock |
| Incentive Stock Option (right to buy) | \$ 6.95 | 08/09/2007 | M | 13,987 | 04/14/2005 | 04/14/2015 | | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Archbold Thomas G 401 PARK AVENUE SOUTH NEW YORK, NY 10016 | | | Former Corporate Officer | |

Signatures

Thomas G.
Archbold

08/13/2007

**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) Options will vest in 25% increments on the anniversary date of the grant, starting on the first anniversary date.
 - (2) Options will vest in 1/3 increments on the anniversary date of the grant, with 1/3 vesting on the grant date.

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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