

MAGELLAN HEALTH SERVICES INC
 Form 4
 August 02, 2007

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 *
WEST JEFFREY 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)
14100 MAGELLAN PLAZA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & Controller

MARYLAND HEIGHTS, MO 63043

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 Ownership: Indirect Beneficial Ownership (Instr. 4) | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Ordinary Common Stock, \$0.01 par value | 07/31/2007 | | X ⁽¹⁾ | | 3,334 | A | \$ 23.52 | 5,389 | D |
| Ordinary Common Stock, \$0.01 par value | 07/31/2007 | | X ⁽¹⁾ | | 6,666 | A | \$ 12.39 | 12,055 | D |
| | 07/31/2007 | | S ⁽¹⁾ | | 3,334 | | | 8,721 | D |

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| | | | | | | | | | |
|---|------------|--|------|-------|-----|---------|-------|---|--|
| Ordinary Common Stock, \$0.01 par value | | | | | D | \$ | | | |
| | | | | | (2) | 42.2957 | | | |
| Ordinary Common Stock, \$0.01 par value | 07/31/2007 | | S(1) | 6,666 | D | \$ | 2,055 | D | |
| | | | | | (3) | 42.2815 | | | |

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

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 control number.

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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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (Right to Buy) | \$ 23.52 | 07/31/2007 | | X(1) | | 01/05/2007 | 12/31/2007 | Ordinary Common Stock | 3,334 |
| Stock Option (Right to Buy) | \$ 12.39 | 07/31/2007 | | X(1) | | 01/05/2007 | 12/31/2007 | Common Stock | 6,666 |
| Stock Option (Right to Buy) (5) | \$ 41.25 | 08/01/2007 | | A | 10,000 | (6) | 08/01/2017 | Common Stock | 10,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WEST JEFFREY N
14100 MAGELLAN PLAZA
MARYLAND HEIGHTS, MO 63043

SVP & Controller

Signatures

/s/ Jeffrey N
West

08/02/2007

**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) These transactions were effectuated pursuant to a Rule 10b-5-1 plan and, accordingly, not on a discretionary basis by the reporting person.
- (2) Price reflected is the average sale price for shares sold. Please see attached Exhibit 99.1 for a complete list of all sales by sale price.
- (3) Price reflected is the average sale price for shares sold. Please see attached Exhibit 99.2 for a complete list of all sales by sale price.
- (4) Not applicable.
- (5) Options issued pursuant to the Issuer's previous commitment to grant options to offset shortened exercise period of options exercised by Mr. West on July 31, 2007. Such exercised options had been previously amended to shorten the term thereof to address the requirements of Section 409A of the Internal Revenue Code.
- (6) Options vest and become exercisable in 33.3% increments on each of August 1, 2008, 2009 and 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.