

Kush Andrew
Form 4
January 04, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kush Andrew

2. Issuer Name **and** Ticker or Trading
Symbol
HEALTHCARE SERVICES
GROUP INC [HCSG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
3220 TILLMAN DRIVE, SUITE
300

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2019

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Executive Vice President

(Street)

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

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

BENSALEM, PA 19020

(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	01/03/2019		M		70	A	\$ 0	2,234	D
Common Stock	01/04/2019		M		1,700	A	\$ 0	3,934	D
Common Stock	01/04/2019		M		1,200	A	\$ 0	5,134	D
Common Stock	01/04/2019		F		949	D	\$ 0	4,185	D
Common Stock	01/04/2019		M		200	A	\$ 0	4,385	D

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Common Stock 01/05/2019 M 125 A \$ 0 4,510 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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Phantom Stock	(1)	01/02/2019		A	523 (2)	(3) (3)	Common Stock 523
Restricted Stock	(1)	01/03/2019		M	70	(4) (4)	Common Stock 70
Restricted Stock Units	(1)	01/04/2019		M	1,700	(6) (6)	Common Stock 1,700
Restricted Stock Units	(1)	01/04/2019		M	1,200	(7) (7)	Common Stock 1,200
Restricted Stock	(1)	01/04/2019		M	200	(8) (8)	Common Stock 200
Restricted Stock Units	(1)	01/04/2019		A	8,500	(9) (9)	Common Stock 8,500
Stock Option (right to buy)	\$ 40.49	01/04/2019		A	10,000	(10) 01/04/2029	Common Stock 10,000
Restricted Stock	(1)	01/05/2019		M	125	(11) (11)	Common Stock 125

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kush Andrew 3220 TILLMAN DRIVE SUITE 300 BENSALEM, PA 19020			Executive Vice President	

Signatures

John C. Shea, by Power of
Attorney

01/04/2019

__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) Shares issued at the conversion rate of 1-for-1.
- (2) Acquired pursuant to an Issuer contribution under the Healthcare Services Group, Inc. Deferred Compensation Plan.
- (3) Shares of Phantom Stock are payable in-kind following termination of the Reporting Person's employment with Issuer.
- (4) These Restricted Stock Awards shall vest at the rate of 20% annually, commencing on the first anniversary of the January 3, 2014 grant date.
- (5) This grant was made prior to the Reporting Person becoming a Section 16(a) filer, and as of the date of filing, a portion of this grant has already vested.
- (6) These Restricted Stock Units shall vest and become exercisable at the rate of 20% annually, commencing on the first anniversary of the January 4, 2017 grant date.
- (7) These Restricted Stock Units shall vest at the rate of 20% annually, commencing on the first anniversary of the January 4, 2018 grant date.
- (8) These Restricted Stock Awards shall vest at the rate of 20% annually, commencing on the first anniversary of the January 4, 2016 grant date.
- (9) These Restricted Stock Units shall vest and become exercisable at the rate of 20% annually, commencing on the first anniversary of the January 4, 2019 grant date.
- (10) These options shall vest and become exercisable at the rate of 20% annually, commencing on the first anniversary of the January 4, 2019 grant date.
- (11) These Restricted Stock Awards shall vest at the rate of 20% annually, commencing on the first anniversary of the January 5, 2015 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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