

GREGOIRE DANIEL N
Form 4
March 06, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2012

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

AVON, CT 06001

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 (Instr. 4) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Ordinary Common Stock, \$0.01 par value | 03/03/2012 | | M ⁽¹⁾ | | 1,124 | A | \$ 0 ⁽²⁾ 3,300 | D |
| Ordinary Common Stock, \$0.01 par value | 03/03/2012 | | M ⁽³⁾ | | 1,177 | A | \$ 0 ⁽²⁾ 4,477 | D |
| Ordinary Common Stock | 03/04/2012 | | M ⁽⁴⁾ | | 1,215 | A | \$ 0 ⁽²⁾ 5,692 | D |

Stock,
\$0.01 par
value

Ordinary
Common

Stock,
\$0.01 par
value

| | | | | | | |
|------------|------------------|-----|---|---------------------------|-------|---|
| 03/03/2012 | F ⁽⁵⁾ | 355 | D | \$ 47.46 <u>(7)</u> | 5,337 | D |
|------------|------------------|-----|---|---------------------------|-------|---|

Ordinary
Common

Stock,
\$0.01 par
value

| | | | | | | |
|------------|------------------|-----|---|---------------------------|-------|---|
| 03/03/2012 | F ⁽⁵⁾ | 398 | D | \$ 47.46 <u>(7)</u> | 4,939 | D |
|------------|------------------|-----|---|---------------------------|-------|---|

Ordinary
Common

Stock,
\$0.01 par
value

| | | | | | | |
|------------|------------------|-----|---|---------------------------|-------|---|
| 03/04/2012 | F ⁽⁵⁾ | 386 | D | \$ 47.46 <u>(7)</u> | 4,553 | D |
|------------|------------------|-----|---|---------------------------|-------|---|

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.

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. De | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 03/03/2012 | | M ⁽¹⁾ | 1,124 | 03/03/2012 | ⁽⁶⁾ | Common Stock | 1,124 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 03/03/2012 | | M ⁽³⁾ | 1,177 | 03/03/2012 | ⁽⁶⁾ | Common Stock | 1,177 |
| | \$ 0 ⁽²⁾ | 03/04/2012 | | M ⁽⁴⁾ | 1,215 | 03/04/2012 | ⁽⁶⁾ | | 1,215 |

Restricted
Stock
Units

Common
Stock

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

03/06/2012

__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).

This transaction was effectuated by a one-third vesting of the Restricted Stock Unit Award granted on March 3, 2010. Each Restricted Stock Unit represents a contingent right to receive one share of Magellan common stock. The remainder of 1,124 shares shall vest on March 3, 2013.

(2) No price was applicable to the acquisition of this security.

This transaction was effectuated by a one-third vesting of the Restricted Stock Unit Award granted on March 3, 2011. Each Restricted Stock Unit represents a contingent right to receive one share of Magellan common stock. The remainder of 2,352 shares shall vest in equal increments on March 3, 2013 and 2014.

(4) This transaction was effectuated by a one-third vesting of the Restricted Stock Unit Award granted on March 4, 2009. Each Restricted Stock Unit represents a contingent right to receive one share of Magellan common stock.

(5) Represents the portion of shares which the Company determined to settle in cash to pay applicable tax withholding.

(6) Not applicable.

(7) Closing price of Magellan stock on NASDAQ on March 5, 2012.

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.