

MAGELLAN HEALTH SERVICES INC
 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 *
 Rubin Jonathan 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)
 Chief Financial Officer

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⁾		2,048	A	\$ 0 ⁽²⁾ 6,508	D
Ordinary Common Stock, \$0.01 par value	03/03/2012		M ⁽³⁾		1,837	A	\$ 0 ⁽²⁾ 8,345	D
Ordinary Common	03/04/2012		M ⁽⁴⁾		2,324	A	\$ 0 ⁽²⁾ 10,669	D

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Stock,
\$0.01 par
value

Ordinary
Common

Stock,
\$0.01 par
value

03/03/2012	F ⁽⁵⁾	678	D	\$ 47.46 <u>(7)</u>	9,991	D
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Ordinary
Common

Stock,
\$0.01 par
value

03/03/2012	F ⁽⁵⁾	628	D	\$ 47.46 <u>(7)</u>	9,363	D
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Ordinary
Common

Stock,
\$0.01 par
value

03/04/2012	F ⁽⁵⁾	770	D	\$ 47.46 <u>(7)</u>	8,593	D
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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 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⁾	2,048	03/03/2012	⁽⁶⁾	Common Stock	2,048
Restricted Stock Units	\$ 0 ⁽²⁾	03/03/2012		M ⁽³⁾	1,837	03/03/2012	⁽⁶⁾	Common Stock	1,837
	\$ 0 ⁽²⁾	03/04/2012		M ⁽⁴⁾	2,324	03/04/2012	⁽⁶⁾		2,324

Restricted
Stock
Units

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rubin Jonathan N 55 NOD ROAD AVON, CT 06001			Chief Financial Officer	

Signatures

/s/ Jonathan N.
Rubin

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 2,048 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 3,673 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 as of 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.

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