HEALTHCARE SERVICES GROUP INC

Form 4 May 10, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

300

(Print or Type Responses)

1. Name and Address of Reporting Person * DISTEFANO JAMES L

(First)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

HEALTHCARE SERVICES **GROUP INC [HCSG]**

3. Date of Earliest Transaction

(Month/Day/Year) 05/09/2007

3220 TILLMAN DRIVE, SUITE

(Middle)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner Officer (give title _X_ Other (specify below) below)

Former CFO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

BENSALEM, PA 19020

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	rities Acqui	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispos (Instr. 3,	ed of (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	05/04/2007	05/09/2007	Code V M	Amount 1,000	(D)	Price \$ 4.1111	5,019	D	
Common stock	05/07/2007	05/10/2007	M	3,995	A	\$ 4.1111	9,014	D	
Common stock	05/07/2007	05/10/2007	M	6,757	A	\$ 2.2502	15,771	D	
Common stock	05/07/2007	05/10/2007	M	21,553	A	\$ 5.6222	37,324	D	
Common stock	05/04/2007	05/09/2007	S	1,000	D	\$ 28.5	36,324	D	

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Common stock	05/07/2007	05/10/2007	S	12,586	D	\$ 28.5	23,738	D
Common stock	05/07/2007	05/10/2007	S	5,700	D	\$ 28.51	18,038	D
Common stock	05/07/2007	05/10/2007	S	6,050	D	\$ 28.52	11,988	D
Common stock	05/07/2007	05/10/2007	S	3,050	D	\$ 28.53	8,938	D
Common stock	05/07/2007	05/10/2007	S	2,700	D	\$ 28.54	6,238	D
Common stock	05/07/2007	05/10/2007	S	2,219	D	\$ 28.55	4,019	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. Transactic Code (Instr. 8)	5. Number of orDerivative 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
Stock option	\$ 4.1111	05/04/2007	05/09/2007	M	1,000	06/04/2002	12/04/2011	common stock	1,000
Stock option	\$ 4.1111	05/07/2007	05/10/2007	M	3,995	06/04/2002	12/04/2011	common stock	3,995
Stock option	\$ 2.2502	05/07/2007	05/10/2007	M	6,757	06/06/2001	12/06/2010	common stock	6,757
Stock option	\$ 5.6222	05/07/2007	05/10/2007	M	21,553	06/13/2003	12/13/2012	common stock	21,553

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

DISTEFANO JAMES L 3220 TILLMAN DRIVE SUITE 300 BENSALEM, PA 19020

Former CFO

Signatures

/s/ James L. 05/10/2007 DiStefano

**Signature of Date

Reporting Person

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).

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.

Signatures 3