

HEALTHCARE SERVICES GROUP INC  
 Form 4  
 January 05, 2016

**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 \*  
 WAHL Theodore

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  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/31/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President & CEO

BENSALEM, PA 19020

(City) (State) (Zip)

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

**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 Ownership (Instr. 4) |                        |   |                     |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|------------------------|---|---------------------|
|                                 |                                      |  | Code                           | V   | Amount or (D) Price   |  |  |                        |   |                     |
| Common Stock                    | 01/04/2016                           |  | A                              |   | 15,000 <sup>(1)</sup>   | A  | \$ 0                                       | 107,853 <sup>(2)</sup> | D |                     |
| Common Stock                    | 01/04/2016                           |  | A                              |   | 793 <sup>(3)</sup>  | A  | \$ 26.29                                   | 108,646 <sup>(2)</sup> | D |                     |
| Common Stock                    | 01/04/2016                           |  | A                              |   | 0   | A  | \$ 0                                       | 81,901 <sup>(2)</sup>  | I | Held by spouse      |
| Common Stock                    | 01/04/2016                           |  | A                              |   | 0   | A  | \$ 0                                       | 26,168 <sup>(2)</sup>  | I | Held by minor child |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Phantom Stock                              | \$ 0 <sup>(4)</sup>                                    | 12/31/2015                           |  | A                              | 1,082 <sup>(5)</sup>  | 12/31/2015 <sup>(6)</sup>                                | Common Stock  | 1,082                      |
| Stock Option (right to buy)                | \$ 34.14   | 01/04/2016                           |  | A                              | 15,000  | 01/04/2021 <sup>(7)</sup> 01/04/2026                     | Common Stock  | 15,000                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| WAHL Theodore<br>3220 TILLMAN DRIVE<br>SUITE 300<br>BENSALEM, PA 19020 | X             |           | President & CEO |       |

## Signatures

/s/ John C. Shea, by Power of Attorney 01/05/2016

\*\*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) Represents shares of Restricted Stock Awards granted to the Reporting Person, pursuant to the Healthcare Services Group, Inc. 2012 Equity Incentive Plan.
- (2) Total Direct and Indirect Beneficial Ownership by Reporting Person is 216,715 shares.

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- (3) Acquired in 2016 by the Reporting Person through participation in the 2015 Healthcare Services Group, Inc. Employee Stock Purchase Plan
- (4) Shares issued at conversion rate of 1-for-1 basis.
- (5) Acquired pursuant to an Issuer contribution under the Healthcare Services Group, Inc. Deferred Compensation Plan.
- (6) Shares of Phantom Stock are payable in-kind following termination of the Reporting Person's employment with Issuer.
- (7) These options shall vest and become exercisable at the rate of 20% annually, commencing on the first anniversary from the date set forth in Table II, Column 3.

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.