

WAHL Theodore
Form 3
January 16, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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
(Last) (First) (Middle)

3220 TILLMAN DRIVE, SUITE 300

(Street)

BENSALEM, PA 19020

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/12/2009

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Vice President Finance

5. 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 Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common stock

1,600

D

Wahl

Common stock

1,600

I

Held by spouse

Common stock

1,600

I

Held by child

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying

4. Conversion Ownership

5. Nature of Indirect Beneficial

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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Phantom stock ⁽¹⁾	01/01/2010	∞ ⁽²⁾	common stock	445	\$ ⁽³⁾	D	∞
Stock option	06/30/2006	12/30/2010	common stock	1,200	\$ 13.8067	D	∞
Stock option	01/03/2009	01/03/2018	common stock	400	\$ 20.89	D	∞
Stock option	01/03/2010	01/03/2018	common stock	400	\$ 20.89	D	∞
Stock option	01/03/2011	01/03/2018	common stock	400	\$ 20.89	D	∞
Stock option	01/03/2012	01/03/2018	common stock	400	\$ 20.89	D	∞
Stock option	01/03/2013	01/03/2018	common stock	400	\$ 20.89	D	∞
Stock option	01/05/2010	01/05/2019	common stock	1,000	\$ 15.58	D	∞
Stock option	01/05/2011	01/05/2019	common stock	1,000	\$ 15.58	D	∞
Stock option	01/05/2012	01/05/2019	common stock	1,000	\$ 15.58	D	∞
Stock option	01/05/2013	01/05/2019	common stock	1,000	\$ 15.58	D	∞
Stock option	01/05/2014	01/05/2019	common stock	1,000	\$ 15.58	D	∞

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAHL Theodore 3220 TILLMAN DRIVE SUITE 300 BENSALEM, PA 19020	∞	∞	∞ Vice President Finance	∞

Signatures

/s/ Theodore
Wahl

01/16/2009

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) ACQUIRED PURSANT TO AN ISSUER CONTRIBUTION UNDER THE HEALTHCARE SERVICES GROUP, INC DEFERRED COMPENSATION PLAN
- (2) SHARES OF PHANTOM STOCK ARE PAYABLE IN KIND FOLLOWING TERMINATION OF THE REPORTING PERSON'S EMPLOYMENT WITH ISSUER
- (3) SHARES ISSUED AT CONVERSION RATE OF 1 FOR 1

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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