

McBryan Michael E
Form 4
January 06, 2012

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 *
McBryan Michael E

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)
01/05/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr VP of Operations

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common stock | | | | (A) or (D) Code V Amount (D) Price | 7,174 ⁽¹⁾ | D | |

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)

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| 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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Phantom stock | \$ 0 ⁽²⁾ | 01/05/2012 | | A | 1,479 ⁽³⁾ | 01/05/2012 ⁽⁴⁾ | common stock | 1,479 |
| Stock option | \$ 17.5 | 01/05/2012 | | A | 3,000 | 01/05/2013 01/05/2022 | common stock | 3,000 |
| Stock option | \$ 17.5 | 01/05/2012 | | A | 3,000 | 01/05/2014 01/05/2022 | common stock | 3,000 |
| Stock option | \$ 17.5 | 01/05/2012 | | A | 3,000 | 01/05/2015 01/05/2022 | common stock | 3,000 |
| Stock option | \$ 17.5 | 01/05/2012 | | A | 3,000 | 01/05/2016 01/05/2022 | common stock | 3,000 |
| Stock option | \$ 17.5 | 01/05/2012 | | A | 3,000 | 01/05/2017 01/05/2022 | common stock | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McBryan Michael E 3220 TILLMAN DRIVE SUITE 300 BENSALEM, PA 19020 | X | | Sr VP of Operations | |

Signatures

/s/ Michael E.
McBryan

01/05/2012

**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).

(1) INCLUDES 1,085 SHARES ISSUED IN 2012 PURSUANT TO 2011 EMPLOYEE STOCK PURCHASE PLAN PARTICIPATION PAYMENTS AT AN OFFERING PRICE OF \$13.83 PER COMMON SHARE.

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- (2) SHARES ISSUED AT CONVERSION RATE OF 1 FOR 1
- (3) ACQUIRED PURSANT TO AN ISSUER CONTRIBUTION UNDER THE HEALTHCARE SERVICES GROUP, INC DEFERRED COMPENSATION PLAN
- (4) SHARES OF PHANTOM STOCK ARE PAYABLE IN KIND FOLLOWING TERMINATION OF THE REPORTING PERSON'S EMPLOYMENT WITH ISSUER

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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