

HEALTHCARE SERVICES GROUP INC
 Form 4
 June 05, 2007

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 *
DISTEFANO JAMES L

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)
 06/01/2007

____ Director
 ____ Officer (give title below) Other (specify below)
 Former CFO

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)		
				Code	V	Amount				(A) or (D)	Price
Common stock	06/01/2007		M			849	A	\$ 5.6222	4,868	D	
Common stock	06/01/2007		M			22,502	A	\$ 8.2889	27,370	D	
Common stock	06/01/2007		M			15,000	A	\$ 13.6533	42,370	D	
Common stock	06/01/2007		M			6,649	A	\$ 20.71	49,019	D	
Common stock	06/01/2007		S			2,000	D	\$ 28.25	47,019	D	

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Common stock	06/01/2007	S	1,500	D	\$ 28.26	45,519	D
Common stock	06/01/2007	S	800	D	\$ 28.27	44,719	D
Common stock	06/01/2007	S	100	D	\$ 28.28	44,619	D
Common stock	06/01/2007	S	1,900	D	\$ 28.3	42,719	D
Common stock	06/01/2007	S	100	D	\$ 28.31	42,619	D
Common stock	06/01/2007	S	100	D	\$ 28.33	42,519	D
Common stock	06/01/2007	S	3,500	D	\$ 28.4	39,019	D
Common stock	06/01/2007	S	500	D	\$ 28.41	38,519	D
Common stock	06/01/2007	S	1,600	D	\$ 28.42	36,919	D
Common stock	06/01/2007	S	3,000	D	\$ 28.43	33,919	D
Common stock	06/01/2007	S	200	D	\$ 28.44	33,719	D
Common stock	06/01/2007	S	5,575	D	\$ 28.45	28,144	D
Common stock	06/01/2007	S	1,100	D	\$ 28.46	27,044	D
Common stock	06/01/2007	S	4,400	D	\$ 28.47	22,644	D
Common stock	06/01/2007	S	4,225	D	\$ 28.48	18,419	D
Common stock	06/01/2007	S	400	D	\$ 28.49	18,019	D
Common stock	06/01/2007	S	6,900	D	\$ 28.5	11,119	D
Common stock	06/01/2007	S	1,000	D	\$ 28.51	10,119	D
Common stock	06/01/2007	S	100	D	\$ 28.53	10,019	D
Common stock	06/01/2007	S	2,000	D	\$ 28.58	8,019	D
	06/01/2007	S	1,600	D	\$ 28.6	6,419	D

Common
stock

Common stock 06/01/2007 S 2,400 D \$ 28.61 4,019 D

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

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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. Amount or Number of Shares
Stock option	\$ 5.6222	06/01/2007		M	849	06/13/2003 12/13/2012	common stock	849
Stock option	\$ 8.2889	06/01/2007		M	22,502	06/26/2004 12/26/2013	common stock	22,502
Stock option	\$ 13.6533	06/01/2007		M	15,000	06/27/2005 12/27/2014	common stock	15,000
Stock option	\$ 20.71	06/01/2007		M	6,649	06/30/2006 12/30/2010	common stock	6,649

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Former CFO

Signatures

/s/ James L.
DiStefano

06/05/2007

__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).

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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