

HUDSON RICHARD W
Form 4
June 15, 2012

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HUDSON RICHARD W

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/13/2012

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Chief Compliance Officer

(Street)
BENSALEM, PA 19020

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common stock	06/12/2012	06/15/2012	S		700	D	\$ 19.84	12,133	D
Common stock	06/14/2012		S		2,900	D	\$ 20.24	9,233	D
Common stock	06/13/2012		M		700	A	\$ 10.3867	9,933	D
Common stock	06/14/2012		M		2,201	A	\$ 10.3867	12,134	D
Common stock	06/14/2012		M		699	A	\$ 13.9267	12,833	D

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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)	8. Amount or Number of Shares
Stock option	\$ 10.3867	06/13/2012		M	700	01/05/2011 01/05/2019	common stock	700
Stock option	\$ 10.3867	06/14/2012		M	2,201	01/05/2011 01/05/2019	common stock	2,201
Stock option	\$ 13.9267	06/14/2012		M	699	01/03/2009 01/03/2019	common stock	699

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HUDSON RICHARD W 3220 TILLMAN DRIVE SUITE 300 BENSALEM, PA 19020	Chief Compliance Officer

Signatures

/s/ Richard W.
Hudson

06/15/2012

__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).

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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