

McBryan Michael E
Form 4
January 04, 2019

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

OMB
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(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

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2019

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Executive Vice President

(Street)

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

BENSALEM, PA 19020

(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	01/02/2019		A		622 <u>(1)</u>	A	\$ 34.15	20,009	D
Common Stock	01/04/2019		M		625	A	\$ 0	20,634	D
Common Stock	01/04/2019		M		1,200	A	\$ 0	21,834	D
Common Stock	01/04/2019		F		597	D	\$ 0	21,237	D

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	(2)	01/02/2019		A	921	(3)		(4)	(4)	Common Stock	921
Restricted Stock Units	(2)	01/04/2019		M			625	(5)	(5)	Common Stock	625
Restricted Stock Units	(2)	01/04/2019		M			1,200	(6)	(6)	Common Stock	1,200
Restricted Stock Units	(2)	01/04/2019		A			8,500	(7)	(7)	Common Stock	8,500
Stock Option (right to buy)	\$ 40.49	01/04/2019		A			10,000	(8)	01/04/2029	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McBryan Michael E 3220 TILLMAN DRIVE SUITE 300 BENSALEM, PA 19020	Executive Vice President

Signatures

/s/ John C. Shea 01/04/2019
 **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) Acquired by the Reporting Person through participation in the Healthcare Services Group, Inc. Employee Stock Purchase Plan.
- (2) Shares issued at the conversion rate of 1-for-1.
- (3) Acquired pursuant 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.
- (5) These Restricted Stock Units shall vest and become exercisable at the rate of 20% annually, commencing on the first anniversary of the January 4, 2017 grant date.
- (6) These Restricted Stock Units shall vest at the rate of 20% annually, commencing on the first anniversary of the January 4, 2018 grant date.
- (7) These Restricted Stock Units shall vest and become exercisable at the rate of 20% annually, commencing on the first anniversary of the January 4, 2019 grant date.
- (8) These options shall vest and become exercisable at the rate of 20% annually, commencing on the first anniversary of the January 4, 2019 grant date.

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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