CARPENTER THOMAS B

Form 4 January 04, 2005

FORM 4

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

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average

OMB APPROVAL

burden hours per response...

Form 5 obligations

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CARPENTER THOMAS B

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

HEALTHCARE SERVICES **GROUP INC [HCSG]**

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner X_ Officer (give title _X_ Other (specify

3220 TILLMAN DRIVE, SUITE

300

01/03/2005

below) below) ASSISTANT SECRETARY / GENERAL

COUNSEL

(Instr. 4)

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X 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

BENSALEM, PA 19020

(City) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect Beneficial (D) or Indirect (I) Ownership

(Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Following

Code V Amount (D) Price

1,838 D

COMMON STOCK

(Instr. 3)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

Edgar Filing: CARPENTER THOMAS B - Form 4

| 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. Transactic Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exerci Expiration Dat (Month/Day/Y | e | 7. Title and Am Underlying Sec (Instr. 3 and 4) | |
|---|---|---|---|--|---|--|--------------------|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| PHANTOM STOCK (2) | \$ 0 (1) | 01/03/2005 | | A | 78 | 01/03/2005 | (3) | COMMON STOCK | 78 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CARPENTER THOMAS B 3220 TILLMAN DRIVE SUITE 300 BENSALEM, PA 19020

ASSISTANT SECRETARY GENERAL COUNSEL

Signatures

/S/ THOMAS B.
CARPENTER
01/04/2005

**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) SHARES ISSUED AT A CONVERSION RATE OF 1 FOR 1
- ACQUIRED PUSUANT TO AN ISSUER CONTRIBUTION UNDER THE HEALTHCARE SERVICES GROUP, INC. DEFERRED COMPENSATION PLAN
- SHARES OF PHANTOM STOCK ARE PAYABLE IN CASH OR STOCK FOLLOWING TERMINATION OF THE REPORTING PERSON'S EMPLOYMENT WITH THE ISSUER

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2