

MAGELLAN HEALTH SERVICES INC

Form 4

February 04, 2008

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 *
WEST JEFFREY N

2. Issuer Name **and** Ticker or Trading
Symbol
**MAGELLAN HEALTH SERVICES
INC [MGLN]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
14100 MAGELLAN PLAZA
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2008

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP & Controller

**MARYLAND
HEIGHTS, MO 63043**

(City) (State) (Zip)

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

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 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)
Ordinary Common Stock, \$0.01 par value	01/31/2008		X ⁽¹⁾	3,334 A	\$ 23.52 5,389	D	
Ordinary Common Stock, \$0.01 par value	01/31/2008		X ⁽¹⁾	13,332 A	\$ 12.39 18,721	D	
	01/31/2008		S ⁽¹⁾	16,666	2,055	D	

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Ordinary
Common
Stock,
\$0.01 par
value

D \$
(2) 43.74

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 23.52	01/31/2008		X ⁽¹⁾			3,334	01/05/2008	12/31/2008	Ordinary Common Stock	3,334
Stock Option (Right to Buy)	\$ 12.39	01/31/2008		X ⁽¹⁾			13,332	01/05/2008	12/31/2008	Common Stock	13,332
Stock Option (Right to Buy) ⁽⁴⁾	\$ 43.4	02/01/2008		A		16,666		⁽⁵⁾	02/01/2018	Common Stock	16,666

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WEST JEFFREY N 14100 MAGELLAN PLAZA MARYLAND HEIGHTS, MO 63043	SVP & Controller

Signatures

/s/ Jeffrey N
West

02/04/2008

 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) These transactions were effectuated pursuant to a Rule 10b-5-1 plan and, accordingly, not on a discretionary basis by the reporting person.
- (2) Price reflected is the average sale price for shares sold. Please see attached Exhibit 99.1 for a complete list of all sales by sale price.
- (3) Not applicable.

Options issued pursuant to the Issuer's previous commitment to grant options to offset shortened exercise period of options exercised by

- (4) Mr. West on January 31, 2008. Such exercised options had been previously amended to shorten the term thereof to address the requirements of Section 409A of the Internal Revenue Code.

- (5) Options vest and become exercisable in 33.3% increments on each of February 1, 2009, 2010 and 2011.

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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