

SHEA JOHN CHRISTOPHER
 Form 4
 January 04, 2019

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 *
 SHEA JOHN CHRISTOPHER

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
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

(Street)
 BENSALEM, PA 19020

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

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	01/04/2019		M	1,930	A	\$ 0	9,376	D
Common Stock	01/04/2019		M	1,200	A	\$ 0	10,576	D
Common Stock	01/04/2019		F	1,018	D	\$ 0	9,558	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Phantom Stock	<u>(1)</u>	01/02/2019		A	568 <u>(2)</u>	<u>(3)</u> <u>(3)</u>	Common Stock 568
Restricted Stock Units	<u>(1)</u>	01/04/2019		M	1,930	<u>(4)</u> <u>(4)</u>	Common Stock 1,930
Restricted Stock Units	<u>(1)</u>	01/04/2019		M	1,200	<u>(5)</u> <u>(5)</u>	Common Stock 1,200
Restricted Stock Units	<u>(1)</u>	01/04/2019		A	8,500	<u>(6)</u> <u>(6)</u>	Common Stock 8,500
Stock Option (right to buy)	\$ 40.49	01/04/2019		A	10,000	<u>(7)</u> 01/04/2029	Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEA JOHN CHRISTOPHER 3220 TILLMAN DRIVE SUITE 300 BENSALEM, PA 19020			Chief Financial Officer	

Signatures

/s/ John C. Shea 01/04/2019
 **Signature of Date
 Reporting Person

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 the conversion rate of 1-for-1.
- (2) Acquired pursuant to an Issuer contribution under the Healthcare Services Group, Inc. Deferred Compensation Plan.
- (3) Shares of Phantom Stock are payable in-kind following termination of the Reporting Person's employment with Issuer.
- (4) 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.
- (5) These Restricted Stock Units shall vest at the rate of 20% annually, commencing on the first anniversary of the January 4, 2018 grant date.
- (6) 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.
- (7) 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. 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.