

SHEA JOHN CHRISTOPHER  
 Form 4  
 January 04, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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  
 (Street)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Financial Officer

BENSALEM, PA 19020

(City) (State) (Zip)

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

**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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SEC 1474 (9-02)

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)

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)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
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.