

MAGELLAN HEALTH SERVICES INC  
 Form 4  
 February 04, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP & Controller

MARYLAND  
 HEIGHTS, MO 63043

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Ordinary Common Stock, \$0.01 par value | 01/31/2008                           |  | X <sup>(1)</sup>               |   | 3,334   | A  | \$ 23.52                          |
|   |                                      |  |                                |   | 5,389   |  |                                   |
| Ordinary Common Stock, \$0.01 par value | 01/31/2008                           |  | X <sup>(1)</sup>               |   | 13,332  | A  | \$ 12.39                          |
|   |                                      |  |                                |   | 18,721  |  |                                   |
|   | 01/31/2008                           |  | S <sup>(1)</sup>               |   | 16,666  |  |                                   |
|   |                                      |  |                                |   | 2,055   |  |                                   |

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.

SEC 1474  
(9-02)

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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)<br>(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 |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | (A)  | (D)    | Date Exercisable   | Expiration Date |   |                            |
| Stock Option (Right to Buy)                | \$ 23.52   | 01/31/2008                           |  | X <sup>(1)</sup>               |  | 3,334  | 01/05/2008   | 12/31/2008      | Ordinary Common Stock                                       | 3,334                      |
| Stock Option (Right to Buy)                | \$ 12.39   | 01/31/2008                           |  | X <sup>(1)</sup>               |  | 13,332 | 01/05/2008   | 12/31/2008      | Common Stock  | 13,332                     |
| Stock Option (Right to Buy) <sup>(4)</sup> | \$ 43.4  | 02/01/2008                           |  | A                              |  | 16,666 | <sup>(5)</sup>   | 02/01/2018      | Common Stock  | 16,666                     |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| WEST JEFFREY N<br>14100 MAGELLAN PLAZA<br>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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