

MAGELLAN HEALTH SERVICES INC
 Form 4
 March 06, 2009

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 *
 Lewis Clapper Caskie

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)
 55 NOD ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/05/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Human Resources Officer

AVON, CT 06001
 (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)
			Code	V	Amount or Price		
Ordinary Common Stock, \$0.01 par value	03/05/2009		M ⁽¹⁾		975 A \$ 0 ⁽²⁾	6,040	D
Ordinary Common Stock, \$0.01 par value	03/05/2009		F ⁽³⁾		306 D \$ 31.84	5,734	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	\$ 0 ⁽²⁾	03/05/2009		M ⁽¹⁾	975	03/05/2009 ⁽⁴⁾	Common Stock	975

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lewis Clapper Caskie 55 NOD ROAD AVON, CT 06001			Chief Human Resources Officer	

Signatures

/s/ Caskie
Lewis-Clapper 03/06/2009

**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) This transaction was effectuated by a one-third vesting of the Restricted Stock Unit Award approved on March 5, 2008. Each Restricted Stock Unit represents a contingent right to receive one share of Magellan common stock.
 - (2) No price was applicable to the acquisition of this security.
 - (3) Represents the portion of shares which the Company determined to settle in cash to pay applicable tax withholding.
 - (4) Not applicable.

Edgar Filing: MAGELLAN HEALTH SERVICES INC - Form 4

(5) The remainder of 1,948 shares shall vest in one-half increments on March 5, of each of 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.

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. actions, Negotiations and Agreements.

Item 1005 of Regulation M-A:

(a) *Transactions*. The information set forth in the preliminary proxy statement/prospectus under the following captions is incorporated herein by reference:

Interests of Certain Persons in the Merger

Related Party Transactions

Security Ownership of Certain Beneficial Owners and Management of PAS

(b) (c) *Significant Corporate Events; Negotiations or Contacts*. The information set forth in the preliminary proxy statement/prospectus under the following captions is incorporated herein by reference:

Special Factors Background of the Merger

Interests of Certain Persons in the Merger

Appendix A Agreement and Plan of Merger

Appendix A-1 Waiver Letter from PepsiCo

(e) *Agreements Involving the Subject Company's Securities*. The information set forth in the preliminary proxy statement/prospectus under the following captions is incorporated herein by reference:

Questions and Answers about the Merger

Summary Special Meeting of PAS Stockholders

Interests of Certain Persons in the Merger

Related Party Transactions Second Amended and Restated Shareholder Agreement between PepsiCo and PAS

Appendix A Agreement and Plan of Merger

Item 6: Purposes of the Transaction and Plans or Proposals.

Item 1006 of Regulation M-A

(b) (c) *Use of Securities Acquired; Plans.* The information set forth in the preliminary proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary

Special Factors Background of the Merger

Special Factors PepsiCo's Reasons for, and Purpose of, the Merger

Special Factors Effects of the Merger on PAS

Special Factors Plans for PAS

The Merger Agreement Structure of the Merger

Appendix A Agreement and Plan of Merger

Appendix A-1 Waiver Letter from PepsiCo

Item 7: Purposes, Alternatives, Reasons and Effects in a Going-Private Transaction.

Item 1013 of Regulation M-A:

(a) (c) *Purposes; Alternatives; Reasons.* The information set forth in the preliminary proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary PAS Board of Directors Recommends Stockholder Approval of the Merger

Summary Position of PepsiCo and Metro Regarding Fairness of the Merger

Special Factors Background of the Merger

Special Factors Recommendation of PAS Transactions Committee and PAS Board of Directors as to Fairness of the Merger

Special Factors PepsiCo's Reasons for, and Purpose of, the Merger

Explanation of Responses:

Edgar Filing: MAGELLAN HEALTH SERVICES INC - Form 4

(d) *Effects*. The information set forth in the preliminary proxy statement/prospectus under the following captions is incorporated herein by reference:

Questions and Answers About the Merger

Summary Material United States Federal Income Tax Consequences

Summary Termination of the Merger Agreement

Special Factors Effects of the Merger on PAS

Special Factors Material United States Federal Income Tax Consequences

The Merger Agreement

Comparative Rights of Stockholders

Appendix A Agreement and Plan of Merger

Appendix A-1 Waiver Letter from PepsiCo

Item 8: Fairness of the Transaction.

Item 1014 of Regulation M-A:

(a) (b) *Fairness; Factors Considered in Determining Fairness.* The information set forth in the preliminary proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary PAS Board of Directors Recommends Stockholder Approval of the Merger

Summary Position of PepsiCo and Metro Regarding Fairness of the Merger

Summary Opinion of PAS Financial Advisor

Special Factors Recommendation of PAS Transactions Committee and PAS Board of Directors as to Fairness of the Merger

Special Factors Opinion of PAS Financial Advisor

Special Factors PepsiCo's Reasons for, and Purpose of, the Merger

Appendix B Opinion of Goldman, Sachs & Co.

(c) *Approval of Security Holders.* The information set forth in the preliminary proxy statement/prospectus under the following captions is incorporated herein by reference:

Questions and Answers About the Merger

Summary Special Meeting of PAS Stockholders

Summary PAS Board of Directors Recommends Stockholder Approval of the Merger

Summary No PepsiCo Stockholder Approval

Summary Completion of the Merger Is Subject to Certain Conditions

Special Meeting of Stockholders of PAS Vote Required; Abstentions and Broker Non-Votes

Explanation of Responses:

Edgar Filing: MAGELLAN HEALTH SERVICES INC - Form 4

(d) (e) *Unaffiliated Representative; Approval of Directors*. The information set forth in the preliminary proxy statement/prospectus under the following captions is incorporated herein by reference:

Questions and Answers About the Merger

Summary PAS Board of Directors Recommends Stockholder Approval of the Merger

Special Factors Background of the Merger

Special Factors Opinion of PAS Financial Advisor

Special Meeting of Stockholders of PAS PAS Board of Directors Recommendation

Special Factors Recommendation of PAS Transactions Committee and PAS Board of Directors as to Fairness of the Merger

Appendix B Opinion of Goldman, Sachs & Co.

(f) *Other Offers*. None.

Item 9: Reports, Opinions, Appraisals, and Negotiations.

Item 1015 of Regulation M-A:

(a) (b) *Report, Opinion or Appraisal; Preparer and Summary of the Report, Opinion, or Appraisal*. The information set forth in the preliminary proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary Opinion of PAS Financial Advisor

Special Factors Background of the Merger

Special Factors Certain PAS Forecasts

Special Factors Opinion of PAS Financial Advisor

Special Factors Opinion of PepsiCo's Financial Advisors

Appendix B Opinion of Goldman, Sachs & Co.

(c) *Availability of Documents*. The reports, opinions or appraisals referenced in this Item 9 will be made available for inspection and copying at the principal executive offices of PepsiCo or PAS, as applicable, during their regular business hours by any interested holder of common stock of PAS, and copies may be obtained by requesting them in writing or by telephone from PepsiCo or PAS, as applicable, at the addresses provided under the caption *Additional Information* in the preliminary proxy statement/prospectus, which is incorporated herein by reference.

Item 10: Source and Amounts of Funds or Other Consideration.

Item 1007 of Regulation M-A:

(a) (b) *Sources of Funds; Conditions*. The information set forth in the preliminary proxy statement/prospectus under the following caption is incorporated herein by reference:

Summary Financing

Special Factors Financing of the Merger

(c) *Expenses*. The information set forth in the preliminary proxy statement/prospectus under the following caption is incorporated herein by reference:

Special Factors Fees and Expenses Relating to the Merger

Edgar Filing: MAGELLAN HEALTH SERVICES INC - Form 4

Special Meeting of Stockholders of PAS Solicitation of Proxies and Expenses

(d) *Borrowed Funds*. The information set forth in the preliminary proxy statement/prospectus under the following caption is incorporated herein by reference:

Special Factors Financing of the Merger

7

Item 11: Interest in Securities of the Subject Company.

Item 1008 of Regulation M-A:

(a) (b) *Securities Ownership; Securities Transactions.* The information set forth in the preliminary proxy statement/prospectus under the following captions is incorporated herein by reference:

Interests of Certain Persons in the Merger

Special Meeting of Stockholders of PAS Shares Held by PAS Directors and Executive Officers

Security Ownership of Certain Beneficial Owners and Management of PAS

Certain Information Concerning PAS Purchase of Equity Securities

Item 12: The Solicitation or Recommendation.

Item 1012 of Regulation M-A:

(d) (e) *Intent to Tender or Vote in a Going-Private Transaction; Recommendations of Others.* The information set forth in the preliminary proxy statement/prospectus under the following captions is incorporated herein by reference:

Questions and Answers About the Merger

Summary PAS Board of Directors Recommends Stockholder Approval of the Merger

Summary PAS Officers and Directors Have Some Interests in the Merger That Are Different than or in Addition to Their Interests as Stockholders

Special Meeting of Stockholders of PAS Shares Held by PAS Directors and Executive Officers

Special Meeting of Stockholders of PAS PAS Board of Directors Recommendation

Special Factors Recommendation of PAS Transactions Committee and PAS Board of Directors as to Fairness of the Merger

Interests of Certain Persons in the Merger

Item 13: Financial Statements.

Item 1010 of Regulation M-A:

(a) (b) *Financial Information; Pro Forma Information.* The information contained in the Consolidated Financial Statements included in PAS Annual Report on Form 10-K for the fiscal year ended January 3, 2009, Current Report on Form 8-K dated September 18, 2009 and Quarterly

Explanation of Responses:

Edgar Filing: MAGELLAN HEALTH SERVICES INC - Form 4

Reports on Form 10-Q for the quarters ended April 4, 2009, July 4, 2009 and October 3, 2009 are each incorporated herein by reference.

The information set forth in the preliminary proxy statement/prospectus under the following captions is incorporated herein by reference:

Summary Selected Consolidated Financial Data of PAS

Summary Selected Unaudited Pro Forma Condensed Combined Financial Information

Summary Comparative Per Share Data

Unaudited Pro Forma Condensed Combined Financial Information

Where You Can Find More Information

Item 14: Persons/Assets, Retained, Employed, Compensated or Used.

Item 1009 of Regulation M-A:

(a) (b) *Solicitations or Recommendations; Employees and Corporate Assets.* The information set forth in the preliminary proxy statement/prospectus under the following captions is incorporated herein by reference:

Special Meeting of Stockholders of PAS Solicitation of Proxies and Expenses

Special Factors Recommendation of PAS Transactions Committee and Board of Directors as to Fairness of the Merger

Interests of Certain Persons in the Merger

Item 15: Additional Information.

Item 1011(b) of Regulation M-A:

(b) *Other Material Information.* The information set forth in the preliminary proxy statement/prospectus, including all appendices thereto, is incorporated in its entirety herein by this reference.

Item 16: Exhibits.

Exhibit Number	Description
(a)(i)	The preliminary proxy statement/prospectus of PepsiCo, Inc. and PepsiAmericas, Inc. incorporated herein by reference to Amendment No. 1 to Form S-4 filed by PepsiCo, Inc. on December 8, 2009 (Registration No. 333-162260), (the preliminary proxy statement/prospectus)
(a)(ii)	Joint Press Release issued by PepsiCo, Inc., The Pepsi Bottling Group, Inc. and PepsiAmericas, Inc., dated August 4, 2009, incorporated herein by reference to Exhibit 99.1 to PepsiCo, Inc.'s Current Report on Form 8-K filed August 4, 2009
(b)	Commitment Letter among Bank of America, N.A., Banc of America Securities LLC, affiliates of Citigroup Global Markets Inc. and PepsiCo, Inc., dated August 3, 2009, incorporated herein by reference to Exhibit 99.2 to PepsiCo, Inc.'s Current Report on Form 8-K filed August 4, 2009
(c)(i)	Fairness Opinion of Goldman, Sachs & Co. dated as of August 3, 2009, incorporated herein by reference to Appendix B of the preliminary proxy statement/prospectus
(c)(ii)	Fairness Opinion of Centerview Partners LLC dated August 3, 2009, incorporated herein by reference to Exhibit (c)(1) of the preliminary proxy statement/prospectus
(c)(iii)	Fairness Opinion of Merrill Lynch, Pierce, Fenner & Smith Incorporated dated August 3, 2009, incorporated herein by reference to Exhibit (c)(2) of the preliminary proxy statement/prospectus
(c)(iv)	January 4, 2009 Presentation to PepsiCo, Inc.'s Board of Directors, incorporated herein by reference to Exhibit (c)(3) of the preliminary proxy statement/prospectus
(c)(v)	April 19, 2009 Presentation to PepsiCo, Inc.'s Board of Directors, incorporated herein by reference to Exhibit (c)(4) of the preliminary proxy statement/prospectus

- (c)(vi) August 3, 2009 Presentation to PepsiCo, Inc.'s Board of Directors, incorporated herein by reference to Exhibit (c)(5) of the preliminary proxy statement/prospectus
- (c)(vii) April 28, 2009 Discussion Materials of the Transactions Committee of the Board of Directors of PepsiAmericas, Inc., incorporated herein by reference to Exhibit (c)(6) of the preliminary proxy statement/prospectus
- (c)(viii) May 18, 2009 Discussion Materials of the Transactions Committee of the Board of Directors of PepsiAmericas, Inc., incorporated herein by reference to Exhibit (c)(7) of the preliminary proxy statement/prospectus
- (c)(ix) August 4, 2009 Discussion Materials of the Board of Directors and the Transactions Committee of the Board of Directors of PepsiAmericas, Inc., incorporated herein by reference to Exhibit (c)(8) of the preliminary proxy statement/prospectus
- (d)(i) Rights Agreement dated as of May 20, 1999, between Whitman Corporation and First Chicago Trust Company of New York, as Rights Agent (incorporated by reference to PepsiAmericas, Inc.'s Registration Statement on Form 8-A filed with the SEC on May 25, 1999)
- (d)(ii) Amendment to Rights Agreement, dated as of August 18, 2000, between Whitman Corporation and First Chicago Trust Company of New York (incorporated by reference to Exhibit 4.4 to PepsiAmericas, Inc.'s Registration Statement on Form S-4 (No. 333-46368) filed with the SEC on September 22, 2000)
- (d)(iii) Appointment of Successor Rights Agent, dated as of September 9, 2002 (incorporated by reference to PepsiAmericas, Inc.'s Annual Report on Form 10-K (File No. (001-15019) filed with the SEC on March 28, 2003)
- (d)(iv) Amendment No. 2 to Rights Agreement, dated as of May 7, 2009, by and between PepsiAmericas, Inc. and Wells Fargo Bank, N.A., as Rights Agent (incorporated by reference to Exhibit 4.1 of PAS Current Report on Form 8-K (File 001-15019) filed with the SEC on May 7, 2009)
- (d)(v) Second Amended and Restated Shareholder Agreement by and between PepsiAmericas, Inc. and PepsiCo, Inc., dated September 6, 2005 (incorporated by reference to PepsiAmericas, Inc.'s Current Report on Form 8-K (File No. 001-15019) filed with the SEC on September 7, 2005)
- (d)(vi) Amended and Restated Shareholder Agreement by and between PepsiAmericas, Inc., Pohlads Companies and Robert C. Pohlads, dated September 6, 2005 (incorporated by reference to PepsiAmericas, Inc.'s Current Report on Form 8-K (File No. 001-15019) filed with the SEC on September 7, 2005)
- (d)(vii) Agreement and Plan of Merger dated as of August 3, 2009 among PepsiAmericas, Inc., PepsiCo, Inc. and Pepsi-Cola Metropolitan Bottling Company, Inc., incorporated by reference to Appendix A to the preliminary proxy statement/prospectus (the schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K)
- (d)(viii) Waiver Letter from PepsiCo, Inc. dated as of November 16, 2009, incorporated by reference to Appendix A-1 to the preliminary proxy statement/prospectus
- (d)(ix) Stipulation and Agreement of Compromise, Settlement, and Release dated November 20, 2009, incorporated by reference to Exhibit 99.7 of Amendment No. 1 to Form S-4 filed by PepsiCo, Inc. on December 8, 2009 (Registration No. 333-162260)
- (f) Section 262 of the Delaware General Corporation Law, incorporated herein by reference to Appendix C of the preliminary proxy statement/prospectus

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 8, 2009

PEPSICO, INC.

By: /s/ Indra K. Nooyi

Name: Indra K. Nooyi

Title: Chairman of the Board and Chief Executive
Officer

Dated: December 8, 2009

**PEPSI-COLA METROPOLITAN BOTTLING
COMPANY, INC.**

By: /s/ Thomas H. Tamoney
Name: Thomas H. Tamoney
Title: Vice President and Secretary

Dated: December 8, 2009

PEPSIAMERICAS, INC.

By: /s/ Alexander H. Ware
Name: Alexander H. Ware
Title: Executive Vice President and

Chief Financial Officer