

INSPERITY, INC.
Form 4
February 17, 2017

FORM 4

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

OMB APPROVAL

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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 *
RAWSON RICHARD G

(Last) (First) (Middle)
19001 CRESCENT SPRINGS DRIVE
(Street)

KINGWOOD, TX 77339

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INSPERITY, INC. [NSP]

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2017

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President

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 | | | |
| Common Stock | 02/15/2017 | | A ⁽¹⁾ | 5,615 A \$ 0 | 137,459 | D | |
| Common Stock | | | | | 200,877 | I | By Self, As General Partner Of POM Services, LLC, which is the General Partner of R&D |

| | | | |
|-----------------|---------|---|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| Common Stock | 234,925 | I | Rawson, LP By Self, As General Partner Of POM Services, LLC, which is the General Partner of RDKB Rawson, LP |
| Common Stock | 350 | I | Held By Dawn M. Rawson, Spouse |

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 of Underlying Securities (Instr. 3 and 4) | 8. D S (I | | | |
|-------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------|--------------------|-----------------|----------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock Performance Units (Stock Settled) | (2) | 02/15/2017 ⁽³⁾ | | A | 7,566 <u>(4)</u> | <u>(5)</u> | <u>(5)</u> | | | Common Stock | 7,566 <u>(4)</u> |
| Phantom Stock Performance | (2) | 02/15/2017 ⁽⁶⁾ | | A | 2,041 <u>(4)</u> | <u>(5)</u> | <u>(5)</u> | | | Common Stock | 2,041 <u>(4)</u> |

Units (Stock
Settled)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| RAWSON RICHARD G 19001 CRESCENT SPRINGS DRIVE KINGWOOD, TX 77339 | X | | President | |

Signatures

/s/ Daniel D. Herink, by Power of
Attorney

02/17/2017

__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) Restricted stock award pursuant to the Insperty, Inc. 2012 Incentive Plan.
Each phantom stock performance unit represents a contingent right to receive one share of Insperty, Inc. common stock ("Common Stock") pursuant to the terms of the Insperty, Inc. Long-Term Incentive Program (the "LTIP") under the Insperty, Inc. 2012 Incentive Plan based on a three-year performance period award cycle.
 - (3) These three-year performance period awards were granted in 2015. The Compensation Committee certified the achievement of the performance conditions related to 2016 performance on this date.
The number of shares do not include the cash value of dividend rights that will be settled in shares of Common Stock based on the fair market value of the Common Stock on the trading day immediately preceding the date of vesting following the end of the three-year award cycle in accordance with the LTIP.
 - (5) The phantom stock performance units vest at the end of the three-year award cycle period following certification in accordance with the LTIP of the achievement of all performance goals for the performance periods applicable to such award.
 - (6) These three-year performance period awards were granted in 2016. The Compensation Committee certified the achievement of the performance conditions related to 2016 performance on this 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.