

TRINET GROUP INC
Form 4
January 13, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Hammond Gregory L

(Last) (First) (Middle)

TRINET GROUP, INC., 1100 SAN LEANDRO BLVD., STE. 400

(Street)

SAN LEANDRO, CA 94577

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TRINET GROUP INC [TNET]

3. Date of Earliest Transaction (Month/Day/Year)
01/09/2015

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)
EVP and CHIEF LEGAL OFFICER

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/13/2014		G ⁽¹⁾	V 1,500 D \$ 0	321,428	I	The Gregory Lewis Hammond Living Trust ⁽⁶⁾
Common Stock	11/13/2014		G	V 3,000 D \$ 0	318,428	I	The Gregory Lewis Hammond Living Trust ⁽⁶⁾

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Commonn Stock	11/13/2014		G ⁽¹⁾	V	1,500	A	\$ 0	1,500	I	By Daughter
Common Stock	01/09/2015		S ⁽²⁾		30,000	D	\$ 32.8466 (3)	288,428	I	The Gregory Lewis Hammond Living Trust ⁽⁶⁾
Common Stock	01/09/2015		M		2,000	A	\$ 0.5	2,000	D	
Commonn Stock	01/09/2015		S ⁽²⁾		2,000	D	\$ 33.2565 (4)	0	D	
Common Stock	01/09/2015		M		1,000	A	\$ 1.4475	1,000	D	
Common Stock	01/09/2015		S ⁽²⁾		1,000	D	\$ 33.237 (5)	0	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)

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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 0.5	01/09/2015		M ⁽²⁾	2,000	⁽⁷⁾ 02/09/2022	Common Stock	2,000
Employee Stock Option	\$ 1.4475	01/09/2015		M ⁽²⁾	1,000	⁽⁸⁾ 03/13/2023	Common Stock	1,000

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hammond Gregory L TRINET GROUP, INC. 1100 SAN LEANDRO BLVD., STE. 400 SAN LEANDRO, CA 94577			EVP and CHIEF LEGAL OFFICER	

Signatures

/s/ Helen Hong,
Attorney-in-fact

01/13/2015

__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).

- This transaction involved a gift of securities by the reporting person to his daughter, who shares reporting person's household. The
- (1) reporting person disclaims beneficial ownership of the shares held by his daughter, and this report should not be deemed an admission that the reporting person is the beneficial owner of his daughter's shares for purposes of Section 16 or for any other purpose.
 - (2) The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on December 8, 2014. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.51 to \$33.32, inclusive. The reporting person undertakes to provide to TriNet Group, Inc., any security holder of TriNet Group Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
 - (3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.15 to \$33.31, inclusive. The reporting person undertakes to provide to TriNet Group, Inc., any security holder of TriNet Group Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
 - (4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.15 to \$33.29, inclusive. The reporting person undertakes to provide to TriNet Group, Inc., any security holder of TriNet Group Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (5) to this Form 4.
 - (5) The reporting person is the trustee of the Gregory Lewis Hammond Living Trust and has sole voting and dispositive power over the shares held by the trust.
 - (6) Option is subject to a 4-year vesting schedule, with 25% vesting upon the 12-month anniversary of February 9, 2012, and 1/48th of the total number of shares vesting each month thereafter. The option is also subject to accelerated vesting upon certain events.
 - (7) Option is subject to a 4-year vesting schedule, with 25% vesting upon the 12-month anniversary of February 1, 2013, and 1/48th of the total number of shares vesting each month thereafter. The option is also subject to accelerated vesting upon certain events.
 - (8)

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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