INSPERITY, INC. Form 4 March 31, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ARIZPE ARTHUR A Issuer Symbol INSPERITY, INC. [NSP] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 19001 CRESCENT SPRINGS 02/29/2016 below) DRIVE EVP of Client Services & COO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting KINGWOOD, TX 77339 Person

(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securi	ities Ac	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) o l of (D))	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	03/29/2016		A(1)	7,920	A	\$0	116,092.911	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)

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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. Transactic 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Performance Units (stock settled)	<u>(2)</u>	02/29/2016(3)		A	5,497 (4)	<u>(5)</u>	<u>(5)</u>	Common Stock	5,497 (4)

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

ARIZPE ARTHUR A 19001 CRESCENT SPRINGS DRIVE KINGWOOD, TX 77339

EVP of Client Services & COO

Signatures

Daniel D. Herink, by power of attorney

03/31/2016

**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 Insperity, Inc. 2012 Incentive Plan.
- Each phantom stock performance unit represents a contingent right to receive one share of Insperity, Inc. common stock ("Common (2) Stock") pursuant to the terms of the Insperity, Inc. Long-Term Incentive Program (the "LTIP") under the Insperity, Inc. 2012 Incentive Plan based on a three-year performance period award cycle.
- These three-year performance period awards were granted in 2015. The Compensation Committee certified the achievement of the performance conditions related to 2015 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 (4) 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.
- 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.

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.

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