INSPERITY, INC. Form 4
February 23, 2017

FORM 4

Section 16.

Form 4 or

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

Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction See Instruction 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)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SHARP DOUGLAS S Issuer Symbol INSPERITY, INC. [NSP] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title . 19001 CRESCENT SPRINGS 02/21/2017 below) **DRIVE** SVP Finance, CFO & Treasurer (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 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)	Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/21/2017		S	1,326	D	\$ 84.93	21,296	D	
Common Stock	02/21/2017		F(1)	1,307	D	\$ 84.3	19,989	D	
Common Stock	02/21/2017		F(1)	730	D	\$ 84.3	19,259	D	
Common Stock	02/22/2017		S	1,937	D	\$ 83.23	17,322	D	

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

OMB APPROVAL

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	
	Derivative	Conversion or Exercise	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti	iorNumber	Number Expiration Date		Amou	int of	Derivative	į
	Security				Code	of	(Month/Day/Year)		Underlying	Security		
(Instr. 3)	(Instr. 3)	Price of			(Instr. 8)	Derivative			Securities		(Instr. 5)	Ī
		Derivative				Securities			(Instr.	str. 3 and 4)		
		Security				Acquired					1	
						(A) or						į
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date Expir Exercisable Date	Expiration		or Number		
								Date	Title	of		
					C-1- V	(A) (D)						
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHARP DOUGLAS S 19001 CRESCENT SPRINGS DRIVE KINGWOOD, TX 77339

SVP Finance, CFO & Treasurer

Signatures

/s/ Christian P. Callens, by Power of Attorney

02/23/2017

**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) Payment of tax liability by withholding securities incident to the vesting of a restricted stock award.

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Reporting Owners 2