Guidewire Software, Inc. Form 4
March 12, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005
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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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).

Common

Stock

03/10/2014

(Print or Type Responses)

1. Name and A Lavin Paul	Person * 2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer				
	Guidew	Guidewire Software, Inc. [GWRE]		(Ch	(Check all applicable)			
(Last)	(First) (M	Giddle) 3. Date of	Earliest Tra	ansaction				
1001 E. HIL SUITE 800	`	(Month/Day/Year) 03/10/2014			ve titleOth			
	4. If Amer	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
FOSTER CI	Filed(Mon	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	Zip) Table	e I - Non-D	erivative Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

Code V

Α

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)

Reported

1,058

Transaction(s)

(Instr. 3 and 4)

D

(A)

or

(D)

Price

\$0

Amount

1,058

(1)

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 on f 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	,	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 53.15	03/10/2014		A	2,621	(2)	03/10/2024	Common Stock	2,62

Reporting Owners

Reporting Owner Name / Address	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
Lavin Paul 1001 E. HILLSDALE BLVD., SUITE 800 FOSTER CITY, CA 94404	X				

Signatures

> /s/ Paul Lavin 03/11/2014 **Signature of Date Reporting Person

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).

Exempt grant of restricted stock units (RSUs). These RSUs vest over 9 months of continuous service as follows: 1/9th of the underlying shares vest monthly beginning on the vesting commencement date of April 5, 2014. However, if the Reporting Person's term of board

- (1) service ends at the next annual meeting of stockholders and the Reporting Person does not stand for reelection but remains in service through such annual meeting of stockholders, then the Reporting Person shall vest in all underlying shares at the time of the next annual shareholder meeting if such meeting occurs before December 5, 2014.
 - These stock options vest over 9 months of continuous service as follows: 1/9th of the underlying options vest monthly beginning on the vesting commencement date of April 5, 2014. However, if the Reporting Person's term of board service ends at the next annual meeting
- (2) of stockholders and the Reporting Person does not stand for reelection but remains in service through such annual meeting of stockholders, then the Reporting Person shall vest in all underlying options at the time of the next annual shareholder meeting if such meeting occurs before December 5, 2014.

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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