#### Edgar Filing: INSPERITY, INC. - Form 4

NICOPOLITY INC

Form 4												
August 14, 2 <b>FORM</b> Check thi if no long	<b>4</b> UNITED	4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549										
subject to Section 1 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	6. r Filed pu <sup>1s</sup> Section 17 inue.	(20) (h) at the Investment Commonly A at at 1040								Estimated average burden hours per response 0.		
(Print or Type R	Responses)											
MINCKS JAY E Symbol			Symbol	uer Name <b>and</b> Ticker or Trading 1 ERITY, INC. [NSP]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Mo			(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 08/14/2012				Director 10% Owner X Officer (give title Other (specify below) below) EVP of Sales & Marketing				
	(Street)			ndment, Dat th/Day/Year)				6. Individual or J Applicable Line) _X_ Form filed by				
KINGWOO	D, TX 77339							Form filed by I Person	More than One Re	porting		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative	Securi	ties Acc	quired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Executio any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8) Code V	on(A) or Di (D) (Instr. 3,	spose	d of	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	08/14/2012			S	839	D	\$ 25.1	61,116.399	D			

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.

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

### **Reporting Owners**

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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. Transactio Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
MINCKS JAY E 19001 CRESCENT SPRINGS DRIVE KINGWOOD, TX 77339			EVP of Sales & Marketing				
Signatures							
Daniel D. Herink, by power of attorney	08/1	14/2012					
**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).

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. /td>\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).(1)Shares were issued pursuant to the Company's 2010 Omnibus Award Plan (the "Plan") in lieu of a Board of Directors retainer fee that would otherwise be payable in cash. In accordance with the Plan, the price is the average of the closing price per share on the 20 consecutive trading days immediately preceding the date on which the retainer fee would otherwise be payable.(2) Trian Fund Management, L.P ("Trian Management") serves as the management company for Trian Partners, L.P. ("Trian Onshore"), Trian Partners Master Fund, L.P. ("Trian Offshore"), Trian Partners Parallel Fund I, L.P. ("Parallel Fund I") and Trian Partners Strategic Investment Fund, L.P. ("Strategic Fund" and collectively, the "Trian Funds"), and as such determines the investment and voting decisions of the Trian Funds with respect to the shares of the Issuer held by them. Mr. Garden is a member of Trian Fund Management GP, LLC, which is the general partner of Trian Management, and as such is in a position to determine the investment and voting decisions made by Trian Management on behalf of the Trian Funds. Mr. Garden is also a member of Trian Partners General Partner, LLC ("Trian GP LLC"), the general partner of Trian Partners GP, L.P. ("Trian GP"), and as such is in a position to determine the investment and voting decisions made by Trian GP LLC on behalf of Trian GP.(3)(FN 2, contd.) Accordingly, Mr. Garden may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) the shares beneficially owned by the Trian Funds and Trian GP. Mr. Garden disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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