

TRINET GROUP INC
Form 4
March 09, 2015

FORM 4

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

OMB APPROVAL

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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 *
PORTER WILLIAM

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
TRINET GROUP, INC., 1100 SAN LEANDRO BLVD., STE. 400

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2015

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
CHIEF FINANCIAL OFFICER

(Street)
SAN LEANDRO, CA 94577

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting 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)	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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	03/05/2015		S ⁽¹⁾	2,000 D \$ 33.16	328,000	I	By Trust ⁽²⁾
Common Stock	03/05/2015		S ⁽¹⁾	2,000 D \$ 33.16	326,000	I	By Trust ⁽²⁾
Common Stock	03/05/2015		S ⁽¹⁾	2,000 D \$ 33.16	324,000	I	By Trust ⁽²⁾

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

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number.

**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)				
							Amount or Number of Shares				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 33.51	03/05/2015		A	27,053	(3)		03/05/2025		Common Stock	27,053
Restricted Stock Units	(4)	03/05/2015		A	10,943	(5)		(5)		Common Stock	10,943

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PORTER WILLIAM TRINET GROUP, INC. 1100 SAN LEANDRO BLVD., STE. 400 SAN LEANDRO, CA 94577			CHIEF FINANCIAL OFFICER	

Signatures

/s/ Helen Hong, Attorney-in-fact 03/09/2015

__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).
- (1) 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.
- (2) The Reporting Person is a trustee of shares held by trusts for Reporting Person's three sons.
- (3) Option is subject to a 4-year vesting schedule, with 1/16 of the total number of shares vesting quarterly on the 15th day of the second month of each calendar quarter following the Grant Date. The Option is also subject to accelerated vesting upon certain events.
- (4) Each Restricted Stock Unit represents a contingent right to receive one share of TNET common stock.

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Restricted Stock Unit is subject to a 4-year vesting schedule, 1/16 of the total number of shares vesting quarterly on the 15th day of the (5) second month of each calendar quarter following the Grant Date. The Restricted Stock Unit is also subject to accelerated vesting upon certain events.

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.