

Guidewire Software, Inc.
Form 4
January 07, 2014

FORM 4

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

OMB APPROVAL

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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 *
Hung Priscilla

(Last) (First) (Middle)

1001 E. HILLSDALE BLVD.,
SUITE 800

(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Guidewire Software, Inc. [GWRE]

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

SVP, Ops and Corp Dev

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/02/2014		M ⁽¹⁾		4,167	A	\$ 3.73
Common Stock	01/02/2014		M ⁽¹⁾		8,160	A	\$ 4.5
Common Stock	01/02/2014		M ⁽¹⁾		694	A	\$ 4.5
Common Stock	01/02/2014		M ⁽¹⁾		5,833	A	\$ 7.5
Common Stock	01/02/2014		M ⁽¹⁾		4,792	A	\$ 7.5

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Common Stock	01/02/2014	S ⁽¹⁾	23,646	D	\$ (2)	48.0287	26,922	D
Common Stock	01/02/2014	S ⁽³⁾	26,922	D	\$ (4)	48.0306	0	D

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

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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
Incentive Stock Option (right to buy)	\$ 3.73	01/02/2014		M ⁽¹⁾	4,167	(5) 12/02/2018	Common Stock	4,167
Incentive Stock Option (right to buy)	\$ 4.5	01/02/2014		M ⁽¹⁾	8,160	(6) 04/08/2020	Common Stock	8,160
Incentive Stock Option (right to buy)	\$ 7.5	01/02/2014		M ⁽¹⁾	5,833	(7) 07/21/2021	Common Stock	5,833
Non-Qualified Stock Option (right to buy)	\$ 4.5	01/02/2014		M ⁽¹⁾	694	(6) 04/08/2020	Common Stock	694
Non-Qualified Stock Option (right to buy)	\$ 7.5	01/02/2014		M ⁽¹⁾	4,792	(7) 07/21/2021	Common Stock	4,792

