INSPERITY, INC. Form 4 March 31, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB 3235-0287

Number:

Expires:

January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person * Herink Daniel D			2. Issuer Name and Ticker or Trading Symbol INSPERITY, INC. [NSP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First) (Middle) 3.		3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
19001 CRESCENT SPRINGS DRIVE			02/29/2016	X Officer (give title Other (specify below)		
				SVP Legal, Gen Counsel & Sec'y		
	(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 Person		
KINGWOOD, TX 77339						

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative Sec	curities Ac	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	Code	4. Securitie onAcquired (A Disposed o	A) or of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8) Code V		(A) or (D) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	03/29/2016		A(1)	6,580 A	A \$0	46,859	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)

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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. Transact Code (Instr. 8)	5. Number some Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	nof Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Performance Units (stock settled)	(2)	02/29/2016(3)		A	2,567 (4)	(5)	(5)	Common Stock	2,567 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
Herink Daniel D 19001 CRESCENT SPRINGS DRIVE KINGWOOD, TX 77339			SVP Legal, Gen Counsel & Sec'y				

Signatures

Daniel D.
Herink

**Signature of Date

**Signature of 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).
- (1) Restricted stock award pursuant to the Insperity, Inc. 2012 Incentive Plan.
- Each phantom stock performance unit represents a contingent right to receive one share of Insperity, Inc. common stock ("Common (2) Stock") pursuant to the terms of the Insperity, Inc. Long-Term Incentive Program (the "LTIP") under the Insperity, Inc. 2012 Incentive Plan based on a three-year performance period award cycle.
- (3) These three-year performance period awards were granted in 2015. The Compensation Committee certified the achievement of the performance conditions related to 2015 performance on this date.
- The number of shares do not include the cash value of dividend rights that will be settled in shares of Common Stock based on the fair (4) market value of the Common Stock on the trading day immediately preceding the date of vesting following the end of the three-year award cycle in accordance with the LTIP.
- (5) The phantom stock performance units vest at the end of the three-year award cycle period following certification in accordance with the LTIP of the achievement of all performance goals for the performance periods applicable to such award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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