Guidewire Software, Inc. Form 4 July 14, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5. Relationship of Reporting Person(s) to

Issuer

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

Guidewire Software, Inc. [GWRE]

Symbol

See Instruction 1(b).

(Print or Type Responses)

King James Winston

1. Name and Address of Reporting Person *

			Guidewire Software, Inc. [GWRE]				RE]	(Check all applicable)			
(Last) (First) (Middle) 1001 E. HILLSDALE BLVD., SUITE 800			3. Date of Earliest Transaction (Month/Day/Year) 07/13/2016					Director 10% Owner X Officer (give title Other (specify below) General Counsel and Secretary			
				ndment, Da	_	1		6. Individual or Joint/Group Filing(Check			
FOSTER C	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	07/13/2016			M	104	A	\$ 45.27	104	D		
Common Stock	07/13/2016			M	41	A	\$ 46.77	145	D		
Common Stock	07/13/2016			M	191	A	\$ 36.97	336	D		
Common Stock	07/13/2016			M	225	A	\$ 36.97	561	D		
Common Stock	07/13/2016			S <u>(1)</u>	561	D	\$ 64	0	D		

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

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SEC 1474 (9-02)

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. Transactic Code (Instr. 8)		6. Date Exer Expiration D (Month/Day/	ate	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
Incentive Stock Option (right to buy)	\$ 36.97	07/13/2016		M	225	(2)	03/08/2023	Common Stock	225
Non-Qualified Stock Option (right to buy)	\$ 36.97	07/13/2016		M	191	(2)	03/08/2023	Common Stock	191
Non-Qualified Stock Option (right to buy)	\$ 45.27	07/13/2016		M	104	(3)	09/04/2024	Common Stock	104
Non-Qualified Stock Option (right to buy)	\$ 46.77	07/13/2016		M	41	<u>(4)</u>	09/13/2023	Common Stock	41

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

General Counsel and Secretary

King James Winston

1001 E. HILLSDALE BLVD., SUITE 800

FOSTER CITY, CA 94404

Signatures

James Winston King 07/14/2016

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**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) Automatic stock option exercise and same-day sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 25, 2015.
- When both ISO and NQ Stock Options granted on March 8, 2013 are combined, they vest over four years of continuous service as (2) follows: 25% of the underlying shares vest one year following the vesting commencement date of January 7, 2013 and 1/48th of the shares vesting monthly thereafter.
- When both ISO and NQ Stock Options granted on September 4, 2014 are combined, they vest over four years as follows: 1/48 of the (3) underlying shares vest monthly following the vesting commencement date of September 4, 2014, subject to the Reporting Person's continuous service.
- (4) When both ISO and NQ Stock Options granted on September 13, 2013 are combined, they vest over four years of continuous service as follows: 1/48th of the underlying shares vest monthly following the vesting commencement date of September 13, 2013.

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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