

Guidewire Software, Inc.
Form 4
December 10, 2014

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 *
King James Winston

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1001 E. HILLSDALE BLVD.,
SUITE 800

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2014

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
General Counsel and Secretary

FOSTER CITY, CA 94404

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	Price	
Common Stock	12/08/2014		M ⁽¹⁾		118	A \$ 36.97	459 D
Common Stock	12/08/2014		M ⁽¹⁾		300	A \$ 36.97	759 D
Common Stock	12/08/2014		S ⁽¹⁾		318	D \$ 49.876	441 D
Common Stock	12/08/2014		S ⁽¹⁾		100	D \$ 50.63	341 D

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

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The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$49.51 to \$50.50 per share. The Reporting Person will provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

When both ISO and NQ Stock Options granted on March 8, 2013 are combined, they vest over four years of continuous service as 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.

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