TRINET GROUP INC

Form 4 March 04, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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January 31, 2005

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

See Instruction

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * August-deWilde Katherine

2. Issuer Name and Ticker or Trading Symbol

TRINET GROUP INC [TNET]

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 03/02/2016

X_ Director 10% Owner

(Check all applicable)

below)

Officer (give title Other (specify

TRINET GROUP, INC, 1100 SAN LEANDRO BLVD., SUITE 400

(State)

(Street)

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

Applicable Line)

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

6. Individual or Joint/Group Filing(Check

Table I. Non-Desirating Consulting Associated Discount of an Description.

SAN LEANDRO, CA 94577

(2.000)	Table	l - Nor	1-De	rivative S	securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
ransaction Date	2A. Deemed	3.		4. Securi	ties A	equired	5. Amount of	6. Ownership	7. Nature of
onth/Day/Year)	Execution Date, if	Transaction(A) or Dispose				d of	Securities	Form: Direct	Indirect
	any	Code		(D)			Beneficially	(D) or	Beneficial
	(Month/Day/Year)	(Instr.	8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
							Transaction(s)		
		Code	V	Amount		Price	(Instr. 3 and 4)		
					()	\$			
02/2016		M		1,668	A		1,668	D	
						7.50			
100/0016			T 7	1.660	ъ	Φ.Ω	0	Ъ	
02/2016		G	V	1,668	D	\$ 0	U	D	
02/2016		G	V	1 668	Δ	\$ 0	163 750	T	By Trust
02/2010		J	4	1,000	<i>1</i> 1	Ψυ	105,750	1	(1)
,		Cransaction Date 2A. Deemed Execution Date, if any (Month/Day/Year) (O2/2016	Cransaction Date 2A. Deemed 3. Execution Date, if Transa any Code (Month/Day/Year) (Instr. Code (Mo2/2016 M Code M Code G Code G	Cransaction Date 2A. Deemed 3. Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8) Code V Code V Code V Code V Code V Code V	Cransaction Date 2A. Deemed 3. 4. Securi Dnth/Day/Year) Execution Date, if Transaction(A) or Diany Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, Code V Amount M 1,668	Table 1 - Non-Derivative Securities Cransaction Date 2A. Deemed 3. 4. Securities Adverted to the post of the post	Cransaction Date 2A. Deemed 3. 4. Securities Acquired Execution Date, if any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price M 1,668 A 9.36 (702/2016 G V 1,668 D \$ 0 \$ 0 (702/2016 G V 1,668 D \$ 0 \$ 0 (702/2016 G V 1,668 D \$ 0 \$ 0 (702/2016 G V 1,668 D \$ 0 \$ 0 (702/2016 G V 1,668 D \$ 0 \$ 0 (702/2016 G V 1,668 D \$	Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of Securities any Code (D) Beneficially (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price M 1,668 A 9.36 Code V 1,668 D \$ 0	Table 1- Non-Derivative Securities Acquired, Disposed of, or Beneficial Securities Acquired Securities Acquired Securities Acquired Securities Acquired Securities Se

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

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number.

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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. Transactio Code (Instr. 8)	5. Number ction Derivative Securities 8) 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.36	03/02/2016		M		1,668	(2)	10/29/2023	Common Stock	1,668

Reporting Owners

Relationships

Reporting Owner Name / Address

Director $\frac{10\%}{\text{Owner}}$ Officer Other

August-deWilde Katherine
TRINET GROUP, INC
1100 SAN LEANDRO BLVD., SUITE 400
SAN LEANDRO, CA 94577

Signatures

/s/ Katherine 03/04/2016 August-deWilde

**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) Reporting Person is a Trustee and shares voting and investment power over the shares held by the DeWilde Family Trust dated June 21, 1990.
- Option is subject to a 3-year vesting schedule, with 33% vesting upon the 12-month anniversary of October 29, 2013, and 1/36th of the total number of shares vesting each month thereafter. The Option 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.

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