

Henrickson Jeremy  
Form 4  
September 19, 2012

**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 \*  
Henrickson Jeremy

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)

GUIDEWIRE SOFTWARE, INC., 1001 E. HILLSDALE BLVD., STE 800

3. Date of Earliest Transaction (Month/Day/Year)  
09/15/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, Product Development

(Street)

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

FOSTER CITY, CA 94404

(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 (D) Price  |   |  |                                   |
| Common Stock                    | 09/15/2012                           |  | M                              | 5,625 A \$ 0  | 11,115  | D  |                                   |
| Common Stock                    | 09/15/2012                           |  | F(1)                           | 2,062 D \$ 30.63  | 9,053   | D  |                                   |
| Common Stock                    | 09/19/2012                           |  | S(2)                           | 3,000 D \$ 31.1286  | 6,053   | D  |                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | \$ 0   | 09/15/2012                           |  | M                              | 3,750   | <u>(3)</u> 12/07/2020                                    | Common Stock  | 3,750                         |
| Restricted Stock Units                     | \$ 0   | 09/15/2012                           |  | M                              | 1,875   | <u>(4)</u> 07/20/2021                                    | Common Stock  | 1,875                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Henrickson Jeremy<br>GUIDEWIRE SOFTWARE, INC.<br>1001 E. HILLSDALE BLVD., STE 800<br>FOSTER CITY, CA 94404 |               |           | VP, Product Development |       |

## Signatures

Richard Kline, Attorney in Fact for Jeremy Henrickson 09/19/2012

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) Shares withheld by Issuer to cover taxes associated with settlement of Restricted Stock Units.

(2) Automatic sale pursuant to a Rule 10b5-1 Trading Plan adopted by the Reporting Person on April 12, 2012.

The vesting of these Restricted Stock Units is subject to the satisfaction of both a liquidity event-based condition and time-based vesting.

(3) The liquidity event-based condition was satisfied on July 22, 2012 and the time-based vesting occurs quarterly over four years from December 15, 2010, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

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The vesting of these Restricted Stock Units is subject to the satisfaction of both a liquidity event-based condition and time-based vesting.

- (4) The liquidity event-based condition was satisfied on July 22, 2012 and the time-based vesting occurs quarterly over four years from September 15, 2011, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

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

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