

Nelson Kimberly K.
Form 4
November 09, 2011

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 *
Nelson Kimberly K.

2. Issuer Name and Ticker or Trading Symbol
SPS COMMERCE INC [SPSC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
333 SOUTH SEVENTH STREET, SUITE 1000

3. Date of Earliest Transaction (Month/Day/Year)
11/07/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CFO

(Street)
MINNEAPOLIS, MN 55402

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/07/2011		M		1,600	A	\$ 3.0337 1,600
Common Stock	11/07/2011		S ⁽¹⁾		1,600	D	\$ 21.0219 0
Common Stock	11/08/2011		M		7,222	A	\$ 3.0337 7,222
Common Stock	11/08/2011		S ⁽¹⁾		7,222	D	\$ 21.0049 0
Common Stock	11/09/2011		M		6,178	A	\$ 3.0337 6,178

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Common Stock 11/09/2011 S⁽¹⁾ 6,178 D \$ 21.0257 0 D

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

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(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. 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
Stock Option (Right to Buy)	\$ 3.0337	11/07/2011		M	1,600	⁽²⁾ 11/27/2017	Common Stock	1,600
Stock Option (Right to Buy)	\$ 3.0337	11/08/2011		M	7,222	⁽²⁾ 11/27/2017	Common Stock	7,222
Stock Option (Right to Buy)	\$ 3.0337	11/09/2011		M	6,178	⁽²⁾ 11/27/2017	Common Stock	6,178

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Nelson Kimberly K.
333 SOUTH SEVENTH STREET
SUITE 1000
MINNEAPOLIS, MN 55402

EVP & CFO

Signatures

/s/ James R. DeBuse,
attorney-in-fact

11/09/2011

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b-5 trading plan adopted by the reporting person.
 - (2) This Option vests as to (i) 1/4th of the Shares subject to this Option on December 1, 2008 and (ii) 1/36th of the remaining Shares subject to this Option on the 1st day of each month, commencing on January 1, 2009.

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.