Guidewire Software, Inc. Form 4 October 23, 2014

### FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

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0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(City)

(State)

(Zin)

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person * Hung Priscilla			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)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
1001 E. HILLSDALE BLVD., SUITE 800			10/21/2014	X Officer (give title Other (specification) below)  Chief Administrative Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
FOSTER CITY	Y, CA 9440	4	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	Code	4. Securi onor Dispo (Instr. 3,	sed of	` ′	5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	10/21/2014		M <u>(1)</u>	625	A	\$ 7.5	1,929	D	
Common Stock	10/21/2014		S <u>(1)</u>	625	D	\$ 47.7295 (2)	1,304	D	

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

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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. Transaction Code (Instr. 8)	5. Number omf 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 7.5	10/21/2014		M <u>(1)</u>		625	(3)	07/21/2021	Common Stock	625

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Hung Priscilla			Chief					
1001 E. HILLSDALE BLVD., SUITE 800			Administrative					
FOSTER CITY, CA 94404			Officer					

## **Signatures**

By: Winston King Attorney in Fact For: Priscilla
Hung

10/23/2014

\*\*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 sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 13, 2013.
- The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$47.63 to \$47.83 per (2) 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.
- (3) When both ISO and NQ stock options granted on July 21, 2011 are combined, this Stock Option vests over four years of continuous service as follows: 1/48th monthly following the vesting commencement date of July 21, 2011.

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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