TRINET GROUP INC

Form 4

December 03, 2014

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

OMB Number:

OMB APPROVAL

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

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Turner John W

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

TRINET GROUP INC [TNET]

(Check all applicable)

(Last) (First)

(Middle)

(Zip)

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

Director

10% Owner

TRINET GROUP, INC., 1100 SAN

LEANDRO BLVD., STE. 400

Officer (give title below)

Other (specify

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

11/14/2014

6. Individual or Joint/Group Filing(Check

SR. VP of SALES

Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

SAN LEANDRO, CA 94577

(City)

Table I - N	on-Derivative Securities Acquir	ed, Disposed of,	or Be	eneficially Owned
2	1 Convities Assuired (A)	5 Amount of	6	7 Noture

							_			=
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securities Acquired (A) onor Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
G			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	11/14/2014		$A_{\underline{1}}$	V	887	A	\$ 13.6	124,647	D	
Common Stock	12/01/2014		S(2)		2,204	D	\$ 27.7491 (3)	122,443	D	
Common Stock	12/01/2014		S(2)		910	D	\$ 28.6418 (4)	121,533	D	
Common Stock	12/01/2014		S(2)		16,296	D	\$ 29.7588 (5)	105,237	D	

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Common Stock S(2) 590 D 30.4283 104,647 D

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

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)	4. Transactic Code (Instr. 8)	5. DenNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit Amou Under Secur (Instr	unt of rlying	8. Price o Derivativ Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Turner John W TRINET GROUP, INC. 1100 SAN LEANDRO BLVD., STE. 400 SAN LEANDRO, CA 94577

SR. VP of SALES

Signatures

/s/ Helen Hong, Attorney-in-fact

**Signature of Reporting Person Da

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) These shares were acquired under the TriNet Group, Inc 2014 Employee Stock Purchase Plan in transactions that were exempt under both Rule 16b-3(d) and Rule 16b-3(c).
- (2) The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on May 30, 2014.

Reporting Owners 2

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- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.22 to \$28.16, inclusive. The reporting person undertakes to provide to TriNet Group, Inc., any security holder of TriNet Group Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.23 to \$29.22, inclusive. The reporting person undertakes to provide to TriNet Group, Inc., any security holder of TriNet Group Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.30 to \$30.27, inclusive. The reporting person undertakes to provide to TriNet Group, Inc., any security holder of TriNet Group Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (5) to this Form 4.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.32 to \$30.54, inclusive. The reporting person undertakes to provide to TriNet Group, Inc., any security holder of TriNet Group Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (6) to this Form 4.

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.