TRINET GROUP INC
Form 4
December 03, 2014

FORM 4

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

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 [*] Turner John W	2. Issuer Name **and** Ticker or Trading Symbol **TRINET GROUP INC [TNET]**	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last)　　　(First)　　　(Middle) TRINET GROUP, INC., 1100 SAN LEANDRO BLVD., STE. 400	3. Date of Earliest Transaction (Month/Day/Year) 11/14/2014	_____ Director　　_____ 10% Owner _____ Officer (give title　_____ Other (specify below)　　　　　　below) 　　　SR. VP of SALES
(Street) SAN LEANDRO, CA 94577	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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	11/14/2014		A[(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	

Common Stock	12/01/2014		S[(2)]	590	D	$ 30.4283 [(6)]	104,647	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 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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   12/03/2014

**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)   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.

(3) 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.

(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.

(5) 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.

(6) 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.
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Explanation of Responses: 3