Guidewire Software, Inc. Form 4 November 12, 2014

FORM 4

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

OMB APPROVAL
OMB 3235-0287

Number:

Check this box if no longer subject to

Washington, D.C. 20549

Expires: January 31, 2005 Estimated average

subject to Section 16. Form 4 or Form 5 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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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

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1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * King James Winston			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	(===== un uppneusie)			
1001 E. HILLSDALE BLVD., SUITE 800		VD.,	(Month/Day/Year) 11/07/2014	Director 10% OwnerX Officer (give title Other (specify below) General Counsel and Secretary			
(Street) FOSTER CITY, CA 94404			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	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. Transactic Code (Instr. 8)	onor Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	11/07/2014		M <u>(1)</u>	118	A	\$ 36.97	459	D		
Common Stock	11/07/2014		S <u>(1)</u>	118	D	\$ 51.2006 (2)	341	D		
Common Stock	11/07/2014		M <u>(1)</u>	299	A	\$ 36.97	640	D		
Common Stock	11/07/2014		S(1)	299	D	\$ 51.2006	341	D		

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

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SEC 1474

(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 opportunities 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
Incentive Stock Option (right to buy)	\$ 36.97	11/07/2014		M <u>(1)</u>	118	(3)	03/08/2023	Common Stock	0
Non-Qualified Stock Option (right to buy)	\$ 36.97	11/07/2014		M(1)	299	(3)	03/08/2023	Common Stock	299

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

King James Winston

1001 E. HILLSDALE BLVD., SUITE 800 FOSTER CITY, CA 94404

General Counsel and Secretary

Signatures

James Winston
King

**Signature of Date

**Signature of
Reporting Person

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 stock option and same-day sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 12, 2013.

Reporting Owners 2

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- The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$50.61 to \$51.48. The
- (2) 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.
- When both ISO and NQ Stock Options granted on March 8, 2013 are combined, they vest over four years of continuous service as (3) follows: 25% of the underlying shares vest one year following the vesting commencement date of January 7, 2013 and 1/48th of the shares vesting monthly thereafter.

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.