Guidewire Software, Inc. Form 4 January 19, 2016

FORM 4

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

Check this box if no longer subject to **SECURITIES** Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 4 or 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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Roza Scott			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 an applicable)		
1001 E. HILLSDALE BLVD., SUITE 800		VD.,	(Month/Day/Year) 01/15/2016	Director 10% Owner _X Officer (give title Other (specify below) Chief Customer Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
FOSTER CITY, CA 94404			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	Secur	ities Acq	quired, Disposed	of, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	01/15/2016		M	599	A	\$ 45.8	1,399	D	
Common Stock	01/15/2016		S <u>(1)</u>	599	D	\$ 55	800	D	
Common Stock	01/15/2016		M	181	A	\$ 45.8	981	D	
Common Stock	01/15/2016		S <u>(1)</u>	181	D	\$ 55	800	D	
Common Stock							500	I	by Spouse

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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)	onof		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)	\$ 45.8	01/15/2016		M		181	(2)	12/05/2023	Common Stock	181
Non-Qualified Stock Option (right to buy)	\$ 45.8	01/15/2016		M	:	599	(2)	12/05/2023	Common Stock	599

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Roza Scott

1001 E. HILLSDALE BLVD., SUITE 800 Chief Customer Officer

FOSTER CITY, CA 94404

Signatures

By: Winston King Attorney in Fact For: Scott A.
Roza
01/18/2016

**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 option exercise and sale pursuant to a 10b5-1 trading plan adopted by the Reporting Person on September 30, 2015.

(2)

Reporting Owners 2

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When both ISO and NQ Stock Options granted on December 5, 2013 are combined, they vest over four years of continuous service as follows: 1/4th of the underlying shares vest on the one year anniversary of the vesting commencement date of November 15, 2013 and an additional 1/48th of the underlying shares vest 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.