

TRINET GROUP INC  
Form 4  
October 01, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
Hammond Gregory L  
  
(Last) (First) (Middle)  
  
TRINET GROUP, INC., 1100 SAN LEANDRO BLVD., STE. 400  
  
(Street)  
  
SAN LEANDRO, CA 94577  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TRINET GROUP INC [TNET]  
  
3. Date of Earliest Transaction (Month/Day/Year)  
09/29/2014  
  
4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EVP and CHIEF LEGAL OFFICER  
  
6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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	Price				
Common Stock	09/29/2014		S <sup>(1)</sup>		15,411	D	\$ 25.479 (6)	415,157	I	The Gregory Lewis Hammond Living Trust <sup>(2)</sup>
Common Stock	09/29/2014		M		2,500	A	\$ 0.5	2,500	D	
Common Stock	09/29/2014		S <sup>(1)</sup>		2,500	D	\$ 25.475 (7)	0	D	
	09/29/2014		M		3,938	A	\$ 0.5	3,938	D	

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Common Stock									
Common Stock	09/29/2014		S <sup>(1)</sup>	3,938	D	\$ 24.475 (7)	0		D
Common Stock	09/30/2014		S <sup>(1)</sup>	11,499	D	\$ 25.2907 (8)	403,658		I
									The Gregory Lewis Hammond Living Trust <sup>(2)</sup>
Common Stock	10/01/2014		M	1,252	A	\$ 0.5	1,252		D
Common Stock	10/01/2014		S <sup>(1)</sup>	1,252	D	\$ 24.7401 (9)	0		D
Common Stock	10/01/2014		M	2,730	A	\$ 0.5	2,730		D
Common Stock	10/01/2014		S <sup>(1)</sup>	2,730	D	\$ 24.7401 (9)	0		D
Common Stock	10/01/2014		M	2,455	A	\$ 1.448	2,455		D
Common Stock	10/01/2014		S <sup>(1)</sup>	2,455	D	\$ 24.7401 (9)	0		D

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

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(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 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. De	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

								Shares
Stock Option (Right to Buy)	\$ 0.5	09/29/2014	M <sup>(1)</sup>	2,500	<sup>(3)</sup>	08/17/2020	Common Stock	2,500
Stock Option (Right to Buy)	\$ 0.5	09/29/2014	M <sup>(1)</sup>	3,938	<sup>(4)</sup>	02/09/2022	Common Stock	3,938
Stock Option (Right to Buy)	\$ 0.5	10/01/2014	M <sup>(1)</sup>	1,252	<sup>(3)</sup>	08/17/2020	Common Stock	1,252
Stock Option (Right to Buy)	\$ 0.5	10/01/2014	M <sup>(1)</sup>	2,730	<sup>(4)</sup>	02/09/2022	Common Stock	2,730
Stock Option (Right to Buy)	\$ 1.448	10/01/2014	M <sup>(1)</sup>	2,455	<sup>(5)</sup>	03/13/2023	Common Stock	2,455

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hammond Gregory L TRINET GROUP, INC. 1100 SAN LEANDRO BLVD., STE. 400 SAN LEANDRO, CA 94577			EVP and CHIEF LEGAL OFFICER	

## Signatures

/s/ Helen Hong, 10/01/2014  
Attorney-in-fact

\*\*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) 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.
- (2) The reporting person is the trustee of the Gregory Lewis Hammond Living Trust and has voting and dispositive power over the shares held by the trust.
- (3) Option is subject to a 4-year vesting schedule, with 25% vesting upon the 12-month anniversary of August 17, 2010, and 1/48th of the total number of shares vesting each month thereafter. The option is also subject to accelerated vesting upon certain events.
- (4)

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Option is subject to a 4-year vesting schedule, with 25% vesting upon the 12-month anniversary of February 9, 2012, and 1/48th of the total number of shares vesting each month thereafter. The option is also subject to accelerated vesting upon certain events.

- (5) Option is subject to a 4-year vesting schedule, with 25% vesting upon the 12-month anniversary of February 1, 2013, and 1/48th of the total number of shares vesting each month thereafter. The option is also subject to accelerated vesting upon certain events.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.34 to \$25.68, 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.

- (6) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.36 to \$25.67, 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 (7) to this Form 4.

- (7) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.125 to \$25.37, 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 (8) to this Form 4.

- (8) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.43 to \$25.215, 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 (9) 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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