

Anderman Sigmund
Form 4
February 19, 2013

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 *
Anderman Sigmund

2. Issuer Name and Ticker or Trading Symbol
ELLIE MAE INC [ELLI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O ELLIE MAE, INC., 4155
HOPYARD ROAD, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PLEASANTON, CA 94588

(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	(D)	Price
Common Stock	02/15/2013 ⁽¹⁾		M		12,500	A	\$ 1.38
Common Stock	02/15/2013 ⁽¹⁾		S		12,500	D	\$ 23.6294
Common Stock					66,296	I	
Common Stock					10,000	I	
Common Stock					436,841	I	

AFF CRT
⁽³⁾

by 401(k)
Plan

by Trust
⁽⁴⁾

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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)	Amount or Number of Shares
Performance Shares	\$ 1.38	02/15/2013 ⁽¹⁾		M	12,500	⁽⁵⁾ 08/23/2017	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anderman Sigmund C/O ELLIE MAE, INC. 4155 HOPYARD ROAD, SUITE 200 PLEASANTON, CA 94588	X		Chief Executive Officer	

Signatures

/s/ Sigmund Anderman 02/19/2013

**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 on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
The price reported is a weighted average price. The shares were sold in multiple transactions ranging from \$23.25 to \$23.75, inclusive.
- (2) The reporting person undertakes to provide to Ellie Mae, Inc., any security holder of Ellie Mae, 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 (2) to this Form 4.
- (3) These shares are held by the AFF Charitable Remainder Trust, of which the reporting person and his wife are trustees. The reporting person disclaims beneficial ownership of the shares except to the extent of his and his wife's pecuniary interest therein.

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- (4) These shares are held by Sigmund Anderman, Trustee of the Sigmund and Susan Anderman Family Trust dated March 3, 2006.

Option vests in one or more installments upon the achievement of certain performance-based goals related to the per share valuation of the common stock of the Issuer. A pre-determined number of shares subject to the option will vest upon the achievement of a per share valuation of the common stock of the Issuer at certain specified levels by virtue of (i) the price paid for such common stock in a sale of

- (5) the Issuer as reasonably determined by the Board of Directors of the Issuer or (ii) the closing price of such common stock on a U.S. national exchange over a period of at least 20 consecutive trading days. Additional details regarding the aforementioned vesting parameters are provided in the Issuer's Registration Statement on Form S-1 (Commission File No. 333-166438) under "Management - Executive Compensation - Outstanding Equity Awards at 2010 Fiscal Year-End".
- (6) The reported transaction is a grant of a derivative security, in which we have left column 8 blank, and have reported the exercise or conversion price of the derivative security in column 2.

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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