

Murphy Michael P
Form 4
August 17, 2017

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Murphy Michael P

(Last) (First) (Middle)

TRINET GROUP, INC., 1100 SAN
LEANDRO BLVD., SUITE 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)

08/15/2017

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 _____ Other (specify
below) below)

PRINCIPAL ACCOUNTING 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/15/2017		M		5,000 A 11	18,133	D
Common Stock	08/15/2017		M		278 A 11	18,411	D
Common Stock	08/15/2017		F		2,360 (2) D \$ 38.25	16,051	D
Common Stock	08/17/2017		S		3,121 D \$ 34.01	12,930	D
Common Stock	08/17/2017		S(3)		730 D \$ 34.01	12,200	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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(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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(1)	08/15/2017		M	5,000	(4) (4)	Common Stock	5,000
Restricted Stock Units	(1)	08/15/2017		M	278	(5) (5)	Common Stock	278

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murphy Michael P TRINET GROUP, INC. 1100 SAN LEANDRO BLVD., SUITE 400 SAN LEANDRO, CA 94577			PRINCIPAL ACCOUNTING OFFICER	

Signatures

/s/ Helen Hong, 08/17/2017
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) Restricted Stock Units convert to common stock on a one-for-one basis.
- (2)

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These shares represent shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of the Restricted Stock Units reported herein.

- (3) The sales reported on this Form 4 were effected pursuant to a 10b5-1 trading plan previously established.

- (4) On August 7, 2016, the Reporting Person was granted 80,000 Restricted Stock Units, subject to a 4-year vesting schedule: one-fourth of the total number of shares vesting on the first anniversary of the grant date, and thereafter one-sixteenth of the total number of shares vesting quarterly on the 15th day of the second month of each calendar quarter following the grant date. The Restricted Stock Units are also subject to accelerated vesting upon certain events.

- (5) On March 24, 2017, the Reporting Person was granted 4,450 Restricted Stock Units, subject to a 4-year vesting schedule: one-sixteenth of the total number of shares vesting quarterly on the 15th day of the second month of each calendar quarter following the grant date. The Restricted Stock Units are also subject to accelerated vesting upon certain events.

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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