

INSPERITY, INC.
Form 4
February 17, 2017

FORM 4

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

OMB APPROVAL

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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 *
ARIZPE ARTHUR A

(Last) (First) (Middle)
19001 CRESCENT SPRINGS DRIVE
(Street)

KINGWOOD, TX 77339

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INSPERITY, INC. [NSP]

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2017

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 below) ___ Other (specify below)
EVP of Client Services and COO

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 Ownership (Instr. 4)
Common Stock	02/15/2017		A ⁽¹⁾	5,615 A	\$ 0 34,008 ⁽²⁾	D	
Common Stock					68,015	I	By Arizpe Investment Limited Partnership ⁽³⁾

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

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Excludes 35,000 shares that were transferred to the Arizpe Investment Limited Partnership on February 8, 2017 and 33,015 shares that were transferred to the Arizpe Investment Limited Partnership on February 17, 2017, all of which were previously owned directly.

- (3) These shares are owned directly by Arizpe Investment Limited Partnership, which is controlled by Arizpe Management. Mr. Arizpe, by virtue of his position as Manager of Arizpe Management, may be deemed to beneficially own these shares.

- (4) Each phantom stock performance unit represents a contingent right to receive one share of Insperty, Inc. common stock ("Common Stock") pursuant to the terms of the Insperty, Inc. Long-Term Incentive Program (the "LTIP") under the Insperty, Inc. 2012 Incentive Plan based on a three-year performance period award cycle.

- (5) These three-year performance period awards were granted in 2015. The Compensation Committee certified the achievement of the performance conditions related to 2016 performance on this date.

- (6) The number of shares do not include the cash value of dividend rights that will be settled in shares of Common Stock based on the fair market value of the Common Stock on the trading day immediately preceding the date of vesting following the end of the three-year award cycle in accordance with the LTIP.

- (7) The phantom stock performance units vest at the end of the three-year award cycle period following certification in accordance with the LTIP of the achievement of all performance goals for the performance periods applicable to such award.

- (8) These three-year performance period awards were granted in 2016. The Compensation Committee certified the achievement of the performance conditions related to 2016 performance on this date.

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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