

Murphy Michael P  
Form 4  
February 20, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Murphy Michael P

(Last) (First) (Middle)

TRINET GROUP, INC., ONE  
PARK PLACE, SUITE 600

(Street)

DUBLIN, CA 94568

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TRINET GROUP INC [TNET]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/15/2019

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)  
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	02/15/2019		M <sup>(1)</sup>		5,000 <sup>A</sup> <sub>(1)</sub>	\$ 51,963 <sup>(1)</sup>	D
Common Stock	02/15/2019		F <sup>(3)</sup>		1,822 D \$ 49.53	50,141	D
Common Stock	02/15/2019		M <sup>(4)</sup>		279 <sup>A</sup> <sub>(4)</sub>	\$ 52,645 <sup>(4)</sup>	D
Common Stock	02/15/2019		F <sup>(5)</sup>		97 D \$ 49.53	52,548	D
Common Stock	02/15/2019		F <sup>(6)</sup>		69 D \$ 49.53	52,479	D

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Common Stock      02/20/2019      S<sup>(7)</sup>      871      D      \$ 60.92      51,608      D

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)	5. Number of Derivative Securities (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)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(2)</u>	02/15/2019		M	5,000 <u>(1)</u>	<u>(8)</u> <u>(8)</u>	Common Stock	5,000
Restricted Stock Units	<u>(2)</u>	02/15/2019		M	279 <u>(4)</u>	<u>(9)</u> <u>(9)</u>	Common Stock	279

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murphy Michael P TRINET GROUP, INC. ONE PARK PLACE, SUITE 600 DUBLIN, CA 94568				PRINCIPAL ACCOUNTING OFFICER

**Signatures**

/s/ Helen Hong,      02/20/2019  
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) Includes 25,000 unvested restricted stock units ("RSUs") from an award of 80,000 RSUs originally granted on August 7, 2016 and were previously reported in Table II of a Form 3 filed by the Reporting Person on May 12, 2017 and which are now being reported as common stock and included in Column 5 of Table I. The RSUs are 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 RSUs are also subject to accelerated vesting upon certain events.

(2) Restricted stock units convert into common stock on a one-for-one basis.

(3) Represents the shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of the restricted stock units granted on August 7, 2016.

(4) Includes 2,225 unvested restricted stock units ("RSUs") from an award of 4,450 RSUs originally granted on March 24, 2017 and were previously reported in Table II of a Form 3 filed by the Reporting Person on May 12, 2017 and which are now being reported as common stock and included in Column 5 of Table I. The RSUs are 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 RSUs are also subject to accelerated vesting upon certain events.

(5) Represents the shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of the restricted stock units granted on March 24, 2017.

(6) Represents the shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of the restricted stock units granted on August 8, 2018.

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

(8) On August 7, 2016, the Reporting Person was granted 80,000 restricted stock units ("RSUs"), 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 RSUs are also subject to accelerated vesting upon certain events. Such RSUs are now being reported as common stock and included in Column 5 of Table I.

(9) On March 24, 2017, the Reporting Person was granted 4,450 restricted stock units ("RSUs"), 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 RSUs are also subject to accelerated vesting upon certain events. Such RSUs are now being reported as common stock and included in Column 5 of Table I.

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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