

TRINET GROUP INC  
Form 4  
March 09, 2015

**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 \*  
**PORTER WILLIAM**  
  
(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)  
**03/05/2015**  
  
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)  
**CHIEF FINANCIAL 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)
				(A) or (D) Code V Amount Price			
Common Stock	03/05/2015		S <sup>(1)</sup>	2,000 D \$ 33.16	328,000	I	By Trust <sup>(2)</sup>
Common Stock	03/05/2015		S <sup>(1)</sup>	2,000 D \$ 33.16	326,000	I	By Trust <sup>(2)</sup>
Common Stock	03/05/2015		S <sup>(1)</sup>	2,000 D \$ 33.16	324,000	I	By Trust <sup>(2)</sup>

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

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number.

**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
Employee Stock Option (right to buy)	\$ 33.51	03/05/2015		A	27,053	<sup>(3)</sup> 03/05/2025	Common Stock	27,053
Restricted Stock Units	<sup>(4)</sup>	03/05/2015		A	10,943	<sup>(5)</sup> <sup>(5)</sup>	Common Stock	10,943

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

PORTER WILLIAM  
TRINET GROUP, INC.  
1100 SAN LEANDRO BLVD., STE. 400  
SAN LEANDRO, CA 94577

CHIEF FINANCIAL OFFICER

## Signatures

/s/ Helen Hong, 03/09/2015  
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 December 8, 2014.
  - (2) The Reporting Person is a trustee of shares held by trusts for Reporting Person's three sons.
  - (3) Option is subject to a 4-year vesting schedule, with 1/16 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 Option is also subject to accelerated vesting upon certain events.
  - (4) Each Restricted Stock Unit represents a contingent right to receive one share of TNET common stock.

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Restricted Stock Unit is subject to a 4-year vesting schedule, 1/16 of the total number of shares vesting quarterly on the 15th day of the (5) second month of each calendar quarter following the Grant Date. The Restricted Stock Unit is 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.