

INSPERITY, INC.

Form 4

February 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHARP DOUGLAS S

(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)

SVP Finance, CFO & Treasurer

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 (A) or (D)	Price	
Common Stock	02/15/2017		A ⁽¹⁾		4,715	A \$ 0	22,622 D

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

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information contained in this form are not
required to respond unless the form
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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)**

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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.
				Code	V	(A)	(D)	Amount or Number of Shares
Phantom Stock Performance Units (Stock Settled)	(2)	02/15/2017 ⁽³⁾		A		3,531 <u>(4)</u>	(5) (5) Common Stock	3,531 <u>(4)</u>
Phantom Stock Performance Units (Stock Settled)	(2)	02/15/2017 ⁽⁶⁾		A		1,131 <u>(4)</u>	(5) (5) Common Stock	1,131 <u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SHARP DOUGLAS S 19001 CRESCENT SPRINGS DRIVE KINGWOOD, TX 77339	SVP Finance, CFO & Treasurer

Signatures

/s/ Daniel D. Herink, by Power of Attorney 02/17/2017

__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 award pursuant to the Insperity, Inc. 2012 Incentive Plan.
Each phantom stock performance unit represents a contingent right to receive one share of Insperity, Inc. common stock ("Common Stock") pursuant to the terms of the Insperity, Inc. Long-Term Incentive Program (the "LTIP") under the Insperity, Inc. 2012 Incentive Plan based on a three-year performance period award cycle.
- (2) 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.
- (3) 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

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award cycle in accordance with the LTIP.

- (5) 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.
- (6) 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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