TRINET GROUP INC

Check this box

if no longer

subject to

Form 4 June 05, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

Section 16. Form 4 or Form 5 obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Turner John W

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

TRINET GROUP INC [TNET]

(Check all applicable)

(First)

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

Director Officer (give title 10% Owner

TRINET GROUP, INC., 1100 SAN

below)

Other (specify

LEANDRO BLVD., STE. 400

(Street)

05/15/2015

SR. VP of SALES

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

SAN LEANDRO, CA 94577

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	ities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	Cransaction Disposed of (D) Code (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)
Common Stock	05/15/2015		Code V M	Amount 621	(D)	Price (1)	104,381 (2)	D	
Common Stock	05/15/2015		F	325	D	\$ 29.72	104,056	D	
Common Stock	05/15/2015		A(3)	857	A	\$ 25.245	104,913	D	
Common Stock	06/03/2015		M	10,000	A	\$ 0.5	114,913	D	
Common Stock	06/03/2015		S <u>(4)</u>	10,000	D	\$ 29.3003	104,913	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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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 on 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	05/15/2015		M	621	<u>(6)</u>	<u>(6)</u>	Common Stock	621
Employee Stock Option (right to buy)	\$ 0.5	06/03/2015		M <u>(4)</u>	10,000	<u>(7)</u>	02/09/2022	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Turner John W TRINET GROUP, INC. 1100 SAN LEANDRO BLVD., STE. 400 SAN LEANDRO, CA 94577

SR. VP of SALES

Signatures

/s/ John W.
Turner

**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 into common stock on a one-for-one basis.

Reporting Owners 2

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- (2) Reporting owner inadvertently reported the incorrect amount of securities beneficially owned following reported transactions in prior Form 4s filed in 2015 which was not due to an error in or omission of an actual transaction.
- (3) These shares were acquired under the TriNet Group, Inc 2014 Employee Stock Purchase Plan in transactions that were exempt under both Rule 16b-3(d) and Rule 16b-3(c).
- (4) The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on December 15, 2014.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.915 to \$29.47, inclusive. The reporting person undertakes to provide to TriNet Group, Inc., any security holder of TriNet Group Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (5) to this Form 4.
- On March 5, 2015, the reporting person was granted 9,948 restricted stock units, subject to a 4-year vesting schedule, 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 Restricted Stock Unit is also subject to accelerated vesting upon certain events.
- Option is subject to a 4-year vesting schedule, with 25% vesting upon the 12-month anniversary of February 9, 2012, and 1/48th of the total number of shares vesting each month thereafter. The option 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.