

Guidewire Software, Inc.
Form 4
September 12, 2013

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 *
Naddaff Alexander C

(Last) (First) (Middle)

1001 E. HILLSDALE BLVD.,
SUITE 800

(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Guidewire Software, Inc. [GWRE]

3. Date of Earliest Transaction
(Month/Day/Year)
09/10/2013

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)

VP, Professional Services

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 | (D) | Price |
| Common Stock | 09/10/2013 | | S ⁽¹⁾ | | 35,105 | D | \$ 47.1803 (2) |
| Common Stock | 09/11/2013 | | M ⁽³⁾ | | 18,184 | A | \$ 0.5 34,581 |
| Common Stock | 09/11/2013 | | S ⁽³⁾ | | 34,581 | D | \$ 47.0379 (4) 0 |
| Common Stock | 09/12/2013 | | M ⁽³⁾ | | 1,816 | A | \$ 0.5 1,816 |
| | 09/12/2013 | | M ⁽³⁾ | | 48,291 | A | \$ 2.74 50,107 |

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Common
Stock

| | | | | | | | | | |
|-----------------|------------|--|-------------------------|--------|---|---------------|---|--|---|
| Common Stock | 09/12/2013 | | <u>S</u> ⁽³⁾ | 50,107 | D | \$ 46,9474 | 0 | | D |
| | | | | | | <u>(5)</u> | | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Incentive Stock Option (right to buy) | \$ 0.5 | 09/11/2013 | | <u>M</u> ⁽³⁾ | 18,184 | <u>(6)</u> | 01/05/2016 | Common Stock | 18,184 |
| Incentive Stock Option (right to buy) | \$ 0.5 | 09/12/2013 | | <u>M</u> ⁽³⁾ | 1,816 | <u>(6)</u> | 01/05/2016 | Common Stock | 1,816 |
| Incentive Stock Option (right to buy) | \$ 2.74 | 09/12/2013 | | <u>M</u> ⁽³⁾ | 48,291 | <u>(6)</u> | 08/16/2017 | Common Stock | 48,291 |

Reporting Owners

Reporting Owner Name / Address

Relationships

| | | | |
|----------|-----------|---------------------------|-------|
| Director | 10% Owner | Officer | Other |
| | | VP, Professional Services | |

Naddaff Alexander C
1001 E. HILLSDALE BLVD., SUITE 800
FOSTER CITY, CA 94404

Signatures

By Winston King, Attorney in Fact for Alexander
Naddaff

09/12/2013

__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) Automatic sale pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 10, 2013.

The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$46.55 to \$47.52 per share. The reporting person will provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(3) Automatic stock option exercise and same-day sale pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 10, 2013.

The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$46.5350 to \$47.35 per share. The reporting person will provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$46.66 to \$47.14 per share. The reporting person will provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(6) Fully-vested and exercisable.

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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