

TRINET GROUP INC

Form 4

February 17, 2016

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

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(Print or Type Responses)

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

(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)

02/15/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

SR. VP of SALES

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	02/15/2016		M	622 A	\$ 107,339	D	
Common Stock	02/15/2016		M	3,118 A	\$ 110,457	D	
Common Stock	02/15/2016		F	1,373 D	\$ 109,084	D	
Common Stock	02/16/2016		M	5,000 A	\$ 114,084	D	
Common Stock	02/16/2016		S ⁽²⁾	5,000 D	\$ 109,084	D	

(3)

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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 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. Amount or Number of Shares
Restricted Stock Units	(1)	02/15/2016		M	622	(4) (4)	Common Stock	622
Restricted Stock Units	(1)	02/15/2016		M	3,118	(5) (5)	Common Stock	3,118
Employee Stock Option (right to buy)	\$ 0.5	02/16/2016		M	5,000	(6) 02/09/2022	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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/ Helen Hong,
Attorney-in-fact

02/17/2016

__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.

(2) The sales reported on this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the Reporting Person on December 16, 2015.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.88 to \$13.00, 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 (3) to this Form 4.

(4) On March 5, 2015, the Reporting Person was granted 9,948 restricted stock units, subject to a 4-year vesting schedule, 1/16th 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.

(5) On January 4, 2016, the Reporting Person was granted 49,895 restricted stock units, subject to a 4-year vesting schedule, 1/16th 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.

(6) 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.

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