

TRINET GROUP INC  
Form 4  
January 22, 2015

**FORM 4**

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

OMB APPROVAL

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**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 \*  
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)  
01/20/2015

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)  
SR. VP of SALES

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	01/20/2015		M		10,000	A	\$ 0.5
Common Stock	01/20/2015		S <sup>(1)</sup>		5,700	D	\$ 33.121
Common Stock	01/20/2015		S <sup>(1)</sup>		4,300	D	\$ 33.6143
Common Stock	01/20/2015		M		2,468	A	\$ 1.4475
Common Stock	01/20/2015		S <sup>(1)</sup>		2,468	D	\$ 33.0659

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(4)

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

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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	
Employee Stock Option (right to buy)	\$ 0.5	01/20/2015		M <sup>(1)</sup>	10,000	<sup>(5)</sup> 02/09/2022	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 1.4475	01/20/2015		M <sup>(1)</sup>	2,468	<sup>(6)</sup> 03/13/2023	Common Stock	2,468

## 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/ John W. Turner 01/22/2015

\*\*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 15, 2014.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.60 to \$33.59, 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 (2) to this Form 4.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.60 to \$33.68, 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.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.75 to \$33.58, 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 (4) to this Form 4.

(4) 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.

(5) Option is subject to a 4-year vesting schedule, with 25% vesting upon the 12-month anniversary of February 1, 2013, 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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