

Murphy Michael P
Form 4
February 20, 2019

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 *
Murphy Michael P

(Last) (First) (Middle)

TRINET GROUP, INC., ONE
PARK PLACE, SUITE 600

(Street)

DUBLIN, CA 94568

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TRINET GROUP INC [TNET]

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

02/15/2019

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 below) ____ Other (specify below)
PRINCIPAL ACCOUNTING OFFICER

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	02/15/2019		M ⁽¹⁾		5,000	A ⁽¹⁾ <u>(2)</u>	51,963 ⁽¹⁾	D	
Common Stock	02/15/2019		F ⁽³⁾		1,822	D \$ 49.53	50,141	D	
Common Stock	02/15/2019		M ⁽⁴⁾		279	A ⁽⁴⁾ <u>(2)</u>	52,645 ⁽⁴⁾	D	
Common Stock	02/15/2019		F ⁽⁵⁾		97	D \$ 49.53	52,548	D	
Common Stock	02/15/2019		F ⁽⁶⁾		69	D \$ 49.53	52,479	D	

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Common Stock 02/20/2019 S⁽⁷⁾ 871 D \$ 60.92 51,608 D

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(2)	02/15/2019		M	5,000 (1)	(8) (8)	Common Stock	5,000
Restricted Stock Units	(2)	02/15/2019		M	279 (4)	(9) (9)	Common Stock	279

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Murphy Michael P TRINET GROUP, INC. ONE PARK PLACE, SUITE 600 DUBLIN, CA 94568	PRINCIPAL ACCOUNTING OFFICER

Signatures

/s/ Helen Hong,
Attorney-in-fact 02/20/2019

__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) Includes 25,000 unvested restricted stock units ("RSUs") from an award of 80,000 RSUs originally granted on August 7, 2016 and were previously reported in Table II of a Form 3 filed by the Reporting Person on May 12, 2017 and which are now being reported as common stock and included in Column 5 of Table I. The RSUs are subject to a 4-year vesting schedule: one-fourth of the total number of shares vesting on the first anniversary of the grant date, and thereafter one-sixteenth 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 RSUs are also subject to accelerated vesting upon certain events.

(2) Restricted stock units convert into common stock on a one-for-one basis.

(3) Represents the shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of the restricted stock units granted on August 7, 2016.

(4) Includes 2,225 unvested restricted stock units ("RSUs") from an award of 4,450 RSUs originally granted on March 24, 2017 and were previously reported in Table II of a Form 3 filed by the Reporting Person on May 12, 2017 and which are now being reported as common stock and included in Column 5 of Table I. The RSUs are subject to a 4-year vesting schedule: one-sixteenth 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 RSUs are also subject to accelerated vesting upon certain events.

(5) Represents the shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of the restricted stock units granted on March 24, 2017.

(6) Represents the shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of the restricted stock units granted on August 8, 2018.

(7) The sales reported on this Form 4 were effected pursuant to a 10b5-1 trading plan previously established.

(8) On August 7, 2016, the Reporting Person was granted 80,000 restricted stock units ("RSUs"), subject to a 4-year vesting schedule: one-fourth of the total number of shares vesting on the first anniversary of the grant date, and thereafter one-sixteenth 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 RSUs are also subject to accelerated vesting upon certain events. Such RSUs are now being reported as common stock and included in Column 5 of Table I.

(9) On March 24, 2017, the Reporting Person was granted 4,450 restricted stock units ("RSUs"), subject to a 4-year vesting schedule: one-sixteenth 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 RSUs are also subject to accelerated vesting upon certain events. Such RSUs are now being reported as common stock and included in Column 5 of Table I.

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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