

Naddaff Alexander C
 Form 4
 September 07, 2012

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 *
 Naddaff Alexander C

(Last) (First) (Middle)

GUIDEWIRE SOFTWARE,
 INC., 1001 E. HILLSDALE BLVD.

(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)
 09/05/2012

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	(A) or (D)	Price
Common Stock	09/05/2012		M ⁽¹⁾		40,000	A	\$ 0.5
							69,296
Common Stock	09/05/2012		S ⁽¹⁾		33,400	D	\$ 32.3155
							35,896
Common Stock	09/05/2012		S ⁽¹⁾		6,600	D	\$ 32.8739
							29,296

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Option (Right to Buy)	\$ 0.5	09/05/2012		M	40,000	⁽⁴⁾ 01/04/2016	Common Stock	40,000
Stock Option (Right to Buy)	\$ 32.25	09/05/2012		A	18,000	⁽⁵⁾ 09/04/2022	Common Stock	18,000
Restricted Stock Units	\$ 0	09/05/2012		A	12,000	⁽⁶⁾ 09/04/2022	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Naddaff Alexander C GUIDEWIRE SOFTWARE, INC. 1001 E. HILLSDALE BLVD. FOSTER CITY, CA 94404			VP, Professional Services	

Signatures

/s/ Richard Kline, Attorney in Fact for Alexander C. Naddaff 09/06/2012

__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 stock option exercise and same-day sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on April 7, 2012.

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(2) The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$31.77 to \$32.75 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) The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$32.78 to \$32.98 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.

(4) The stock option is fully vested and exercisable.

(5) The stock option becomes vested and exercisable with respect to 1/48th of the shares each month after the vesting commencement date of September 5, 2012, subject to the Reporting Person's continuous service.

(6) The vesting of these Restricted Stock Units is subject to the satisfaction of time-based vesting and a performance-based condition. The time-based vesting occurs quarterly over four years from September 15, 2012, subject to the Reporting Person's continued service to the Issuer through each such vesting date. The performance-based condition will be satisfied if certain targets determined by the Issuer are met. If the performance-based vesting is achieved, then any Restricted Stock Units that had previously satisfied the time-based vesting shall become fully vested and any Restricted Stock Units that had not previously satisfied the time-based vesting shall become fully vested as such time-based vesting is satisfied.

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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