

Guidewire Software, Inc.
 Form 4
 January 07, 2014

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 *
Hung Priscilla

(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)
01/02/2014

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)

SVP, Ops and Corp Dev

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	01/02/2014		M ⁽¹⁾		4,167	A	\$ 3.73	31,089	D
Common Stock	01/02/2014		M ⁽¹⁾		8,160	A	\$ 4.5	39,249	D
Common Stock	01/02/2014		M ⁽¹⁾		694	A	\$ 4.5	39,943	D
Common Stock	01/02/2014		M ⁽¹⁾		5,833	A	\$ 7.5	45,776	D
Common Stock	01/02/2014		M ⁽¹⁾		4,792	A	\$ 7.5	50,568	D

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Common Stock	01/02/2014	S ⁽¹⁾	23,646	D	\$ (2)	48.0287	26,922	D
Common Stock	01/02/2014	S ⁽³⁾	26,922	D	\$ (4)	48.0306	0	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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 3.73	01/02/2014		M ⁽¹⁾	4,167	(5) 12/02/2018	Common Stock	4,167	
Incentive Stock Option (right to buy)	\$ 4.5	01/02/2014		M ⁽¹⁾	8,160	(6) 04/08/2020	Common Stock	8,160	
Incentive Stock Option (right to buy)	\$ 7.5	01/02/2014		M ⁽¹⁾	5,833	(7) 07/21/2021	Common Stock	5,833	
Non-Qualified Stock Option (right to buy)	\$ 4.5	01/02/2014		M ⁽¹⁾	694	(6) 04/08/2020	Common Stock	694	
Non-Qualified Stock Option (right to buy)	\$ 7.5	01/02/2014		M ⁽¹⁾	4,792	(7) 07/21/2021	Common Stock	4,792	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hung Priscilla 1001 E. HILLSDALE BLVD., SUITE 800 FOSTER CITY, CA 94404			SVP, Ops and Corp Dev	

Signatures

By: Winston King, Attorney in Fact For: Priscilla C. Hung
01/06/2014

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 September 13, 2013.
The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$47.6325 to \$48.5925 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.
- (2) Automatic sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 13, 2013.
The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$47.6325 to \$48.6025 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) Fully-vested and exercisable.
- (4) When both ISO and NQ Stock Options granted on April 8, 2010 are combined, they vest over four years of continuous service as follows: 1/48th of the underlying shares vest monthly following the vesting commencement date of April 8, 2010.
- (5) When both ISO and NQ Stock Options granted on July 21, 2011 are combined, they vest over four years of continuous service as follows: 1/48th of the underlying shares vest monthly following the vesting commencement date of July 21, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.