Guidewire Software, Inc. Form 4 March 14, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

3235-0287 Number: January 31, Expires:

2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BLASING KAREN			2. Issuer Name and Ticker or Trading Symbol Guidewire Software, Inc. [GWRE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First) (Middle)	3. Date of Earliest Transaction	(Encon un approuve)		
			(Month/Day/Year)	Director 10% Owner		
1001 E. HILLSDALE BLVD.,		D.,	03/12/2014	_X_ Officer (give title Other (specify below)		
SUITE 800	E 800					
(Street)			4. If Amendment, Date Original			
			Filed(Month/Day/Year)	Applicable Line)		
FOSTER CITY, CA 94404				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (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	03/12/2014		Code V M(1)	Amount 5,000	(D)	Price \$ 32.25	6,794	D	
Common Stock	03/12/2014		M(1)	1,750	A	\$ 32.25	8,544	D	
Common Stock	03/12/2014		S <u>(1)</u>	7,244	D	\$ 52.1993 (2)	1,300	D	
Common Stock	03/12/2014		S <u>(1)</u>	1,300	D	\$ 52.6336 (3)	0	D	

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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 on f 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Incentive Stock Option (right to buy)	\$ 32.25	03/12/2014		M <u>(1)</u>	5,000	<u>(4)</u>	09/05/2022	Common Stock	5,00
Non-Qualified Stock Option (right to buy)	\$ 32.25	03/12/2014		M(1)	1,750	<u>(4)</u>	09/05/2022	Common Stock	1,75

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BLASING KAREN

1001 E. HILLSDALE BLVD., SUITE 800 Chief Financial Officer

FOSTER CITY, CA 94404

Signatures

By: Winston King, Attorney in Fact For: Karen
Blasing
03/14/2014

**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).
- Automatic stock option exercise and same-day sale pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 10, 2013, as modified on December 12, 2013.

(2)

Reporting Owners 2

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The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$51.555 to \$52.51 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.

- The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$52.56 to \$52.75 per (3) 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.
- When both ISO and NQ Stock Options granted on September 5, 2012 are combined, they vest over four years of continuous service as follows: 1/48 of the underlying shares vest monthly following the vesting commencement date of September 5, 2012, subject to the Reporting Person's continuous service.

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.