

Guidewire Software, Inc.
Form 4
September 17, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
King James Winston

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)
C/O GUIDEWIRE SOFTWARE,
INC., 1001 E. HILLSDALE BLVD.,
SUITE 800
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/15/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
GENERAL COUNSEL AND SECRETARY

FOSTER CITY, CA 94404

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	09/15/2014		M		1,438	A	\$ 0	1,438	D	
Common Stock	09/15/2014		F(1)		525	D	\$ 45.98	913	D	
Common Stock	09/15/2014		M		670	A	\$ 0	1,583	D	
Common Stock	09/15/2014		F(1)		250	D	\$ 45.98	1,333	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. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	09/15/2014		M	1,438	(2)	(2)	Common Stock	1,438
Restricted Stock Units	\$ 0	09/15/2014		M	670	(3)	(3)	Common Stock	670

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

King James Winston
C/O GUIDEWIRE SOFTWARE, INC.
1001 E. HILLSDALE BLVD., SUITE
800
FOSTER CITY, CA 94404

GENERAL COUNSEL AND
SECRETARY

Signatures

/s/ Richard Kline, Attorney in Fact for James Winston
King

09/17/2014

__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) Shares withheld by Issuer to cover taxes associated with settlement of Restricted Stock Units.

(2)

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The Restricted Stock Units vest as follows: 25% of the units vest one year following the vesting commencement date of March 15, 2013 and 6.25% each quarter thereafter, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

- The grant consists of two separate issuances of Restricted Stock Units. One issuance consists of 2,000 units which vest as follows: 1/16th of the units vest quarterly following the vesting commencement date of September 15, 2013 (the "VCD"), subject to the Reporting Person's continued service to the Issuer. The second issuance consists of 2,180 units, for which vesting is subject to the satisfaction of
- (3) both performance-based conditions and time-based criteria. The performance-based conditions were previously deemed by the Issuer's Board of Directors to have been met and exceeded, and the time-based vesting criteria are as follows: 1/4th of the units vested on the one year anniversary of the VCD and an additional 1/16th of the units will vest quarterly thereafter, subject to the Reporting Person's continued service to the Issuer.

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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