

TRINET GROUP INC

Form 4

November 12, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PORTER WILLIAM

(Last) (First) (Middle)

**TRINET GROUP, INC., 1100 SAN
LEANDRO BLVD., STE. 400**

(Street)

SAN LEANDRO, CA 94577

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TRINET GROUP INC [TNET]

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2014

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 ____ Other (specify
below) below)

Chief Financial 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)
Common Stock	11/07/2014		S ⁽¹⁾	6,263 D	\$ 28.7334 (2)	529,029	D
Common Stock	11/07/2014		S ⁽¹⁾	937 D	\$ 29.4298 (3)	528,092	D
Common Stock	11/07/2014		S ⁽¹⁾	1,600 D	\$ 29.11	353,600	I By Trusts (4)
Common Stock	11/07/2014		S ⁽¹⁾	1,600 D	\$ 29.11	352,000	I By Trusts (4)
	11/07/2014		S ⁽¹⁾	1,600 D	\$ 29.11	350,400	I

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Common Stock								By Trusts (4)
Common Stock	11/10/2014	S(1)	800	D	\$ 29.95	349,600	I	By Trusts (4)
Common Stock	11/10/2014	S(1)	800	D	\$ 29.95	348,800	I	By Trusts (4)
Common Stock	11/10/2014	S(1)	800	D	\$ 29.95	348,000	I	By Trusts (4)
Common Stock	11/10/2014	S(1)	3,600	D	\$ 29.95	524,492	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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Trans (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
PORTER WILLIAM TRINET GROUP, INC. 1100 SAN LEANDRO BLVD., STE. 400 SAN LEANDRO, CA 94577	Director 10% Owner Officer Chief Financial Officer

Signatures

/s/ William

Porter

11/10/2014

__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) The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on May 29, 2014.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.25 to \$29.21, inclusive. The reporting person undertakes to provide to TriNet Group, Inc., any security holder of TriNet Group Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.25 to \$29.655, inclusive. The reporting person undertakes to provide to TriNet Group, Inc., any security holder of TriNet Group Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.

(3) The Reporting Person is a trustee of shares held by trusts for Reporting Person's three sons.

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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