

Guidewire Software, Inc.
Form 4
December 17, 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)

C/O GUIDEWIRE SOFTWARE, INC., 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)
12/15/2014

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)
CHIEF ADMINISTRATIVE OFFICER

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/15/2014		M	3,750	A \$ 0	5,054	D
Common Stock	12/15/2014		F(1)	1,956	D \$ 47.11	3,098	D
Common Stock	12/15/2014		M	1,562	A \$ 0	4,660	D
Common Stock	12/15/2014		F(1)	815	D \$ 47.11	3,845	D
Common Stock	12/15/2014		M	1,875	A \$ 0	5,720	D

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Common Stock	12/15/2014	F ⁽¹⁾	978	D	\$ 47.11	4,742	D
Common Stock	12/15/2014	M	1,250	A	\$ 0	5,992	D
Common Stock	12/15/2014	F ⁽¹⁾	652	D	\$ 47.11	5,340	D
Common Stock	12/15/2014	M	1,306	A	\$ 0	6,646	D
Common Stock	12/15/2014	F ⁽¹⁾	681	D	\$ 47.11	5,965	D
Common Stock	12/15/2014	M	406	A	\$ 0	6,371	D
Common Stock	12/15/2014	F ⁽¹⁾	211	D	\$ 47.11	6,160	D

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 Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	12/15/2014		M	3,750	<u>(2)</u>	<u>(2)</u>	Common Stock	3,750
Restricted Stock Units	\$ 0	12/15/2014		M	1,562	<u>(3)</u>	<u>(3)</u>	Common Stock	1,562
Restricted Stock Units	\$ 0	12/15/2014		M	1,875	<u>(4)</u>	<u>(4)</u>	Common Stock	1,875

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continued service to the Issuer.

- (7) The Restricted Stock Units vest as follows: 1/16th of the units vest quarterly beginning December 15, 2014, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

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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