

BLASING KAREN  
 Form 4/A  
 February 12, 2013

**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 \*  
 BLASING KAREN

(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)  
 01/08/2013

4. If Amendment, Date Original Filed  
 (Month/Day/Year)  
 01/10/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Chief Financial 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/08/2013		M <sup>(1)</sup>		28,571	A	\$ 3.73
Common Stock	01/08/2013		S <sup>(1)</sup>		28,571	D	\$ 30.8831
Common Stock	01/08/2013		M <sup>(1)</sup>		1,429	A	\$ 7.5
Common Stock	01/08/2013		S <sup>(1)</sup>		1,429	D	\$ 30.8831



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Automatic stock option exercise and same-day sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on April 13, 2012.

- (2) The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$30.68 to \$31.12 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) This Stock Option is immediately exercisable as of the grant date of July 28, 2009, subject to certain unvested share repurchase rights in favor of the Issuer. When both ISO and NQ Stock Options granted on July 28, 2009 are combined, they vest over four years of continuous service as follows: 25% of the underlying shares vest one year following the vesting commencement date of July 1, 2009 and 1/48th of the shares vesting monthly thereafter.

- (4) 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.

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