

Naddaff Alexander C
 Form 4
 July 24, 2012

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 *
 Naddaff Alexander C

(Last) (First) (Middle)

GUIDEWIRE SOFTWARE, INC., 1001 E. HILLSDALE BOULEVARD

(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)
 07/22/2012

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)
 VP, Professional Services

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 07/22/2012 | | M | | | 45,000 | A | \$ 0 | 85,250 | D | |
| Common Stock | 07/22/2012 | | F ⁽¹⁾ | | | 16,093 | D | \$ 27.68 | 69,157 | D | |
| Common Stock | 07/23/2012 | | M ⁽²⁾ | | | 30,000 | A | \$ 0.16 | 99,157 | D | |
| Common Stock | 07/23/2012 | | M ⁽²⁾ | | | 20,000 | A | \$ 0.5 | 119,157 | D | |
| Common Stock | 07/23/2012 | | S ⁽³⁾ | | | 90,250 | D | \$ 25.5109 | 28,907 | D | |

(4)

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Units | \$ 0 | 07/22/2012 | | M | 35,625 | (5) 12/07/2020 | | Common Stock | 35,625 |
| Restricted Stock Units | \$ 0 | 07/22/2012 | | M | 9,375 | (6) 07/20/2021 | | Common Stock | 9,375 |
| Stock Option (Right to Buy) | \$ 0.16 | 07/23/2012 | | M ⁽¹⁾ | 30,000 | (7) 12/08/2014 | | Common Stock | 30,000 |
| Stock Option (Right to Buy) | \$ 0.5 | 07/23/2012 | | M ⁽¹⁾ | 20,000 | (7) 01/04/2016 | | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Naddaff Alexander C GUIDEWIRE SOFTWARE, INC. 1001 E. HILLSDALE BOULEVARD FOSTER CITY, CA 94404 | | | VP, Professional Services | |

Signatures

/s/ Richard Kline, Attorney in Fact for Alexander C.
Naddaff

07/24/2012

__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) Automatic stock option exercise pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on April 7, 2012.
- (3) Automatic sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on April 7, 2012.

The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$25.13 to \$26.055 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 vesting of these Restricted Stock Units is subject to the satisfaction of both a liquidity event-based condition and time-based vesting.
- (5) The liquidity event-based condition was satisfied on July 22, 2012 and the time-based vesting occurs quarterly over four years from December 15, 2010, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

The vesting of these Restricted Stock Units is subject to the satisfaction of both a liquidity event-based condition and time-based vesting.

- (6) The liquidity event-based condition was satisfied on July 22, 2012 and the time-based vesting occurs quarterly over four years from September 15, 2011, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

- (7) This stock option is fully vested and exercisable.

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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