Edgar Filing: WEATHERFORD CLIFTON THOMAS - Form 4

WEATHERFORD CLIFTON THOMAS

Form 4

September 07, 2012

FORM 4

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

OMB 3235-0287 Number:

Estimated average

burden hours per

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * WEATHERFORD CLIFTON THOMAS | | | 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) | 3. Date of Earliest Transaction | (check all applicable) | | | |
| GUIDEWIRE SOFTWARE, INC., 1001 E. HILLSDALE BLVD. | | | (Month/Day/Year) 09/05/2012 | _X Director 10% Owner Officer (give title below) Other (specify below) | | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| FOSTER CITY, CA 94404 | | | Filed(Month/Day/Year) | Applicable Line) _X_ 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. Transactic Code (Instr. 8) | onor Dispos (Instr. 3, 4 | ed of | | 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 | 09/05/2012 | | M(1) | 50,000 | A | \$ 2.74 | 77,000 | D | | |
| Common Stock | 09/05/2012 | | S <u>(1)</u> | 45,420 | D | \$ 32.1206 (2) | 31,580 | D | | |
| Common Stock | 09/05/2012 | | S <u>(1)</u> | 4,580 | D | \$ 32.8077 | 27,000 | D | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

Person

Edgar Filing: WEATHERFORD CLIFTON THOMAS - Form 4

required to respond unless the form displays a currently valid OMB control number.

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 on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | erivative Expiration Date (Month/Day/Year) cquired (A) Disposed of (b) nstr. 3, 4, | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|--|--|--------------------|---|-------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 2.74 | 09/05/2012 | | M(1) | 50,000 | <u>(4)</u> | 06/27/2017 | Common Stock | 50,000 |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

WEATHERFORD CLIFTON THOMAS GUIDEWIRE SOFTWARE, INC. 1001 E. HILLSDALE BLVD. FOSTER CITY, CA 94404



Signatures

/s/ Richard Kline, Attorney in Fact for Clifton Thomas Weatherford

09/06/2012

**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) 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.
- The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$31.80 to \$32.58 per (2) 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 sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$32.80 to \$32.92 per (3) 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.
- (4) This stock option is fully vested and exercisable.

Reporting Owners 2

Edgar Filing: WEATHERFORD CLIFTON THOMAS - Form 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.