### Edgar Filing: HOUSENBOLD JEFFREY T - Form 4

#### HOUSENBOLD JEFFREY T

Form 4 March 15, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

Form filed by More than One Reporting

Person

January 31, 2005

0.5

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response...

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

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

5. Relationship of Reporting Person(s) to 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading **HOUSENBOLD JEFFREY T** Issuer Symbol SHUTTERFLY INC [SFLY] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner X\_ Officer (give title \_ \_\_ Other (specify 2800 BRIDGE PARKWAY 03/15/2013 below) President & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

#### REDWOOD CITY, CA 94065

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquir	ed, Disposed of,	or Beneficiall	y 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)	4. Securit bor 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	03/15/2013		M	4,532	A	\$ 15.29	643,796	D	
Common Stock	03/15/2013		M	9,624	A	\$ 10.39	653,420	D	
Common Stock	03/15/2013		M	10,844	A	\$ 5.5	664,264	D	
Common Stock	03/15/2013		S <u>(1)</u>	25,000	D	\$ 43.6264 (2)	639,264	D	

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

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SEC 1474 (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. Transactio Code (Instr. 8)	onDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		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
Employee Stock Option (Right to Buy)	\$ 15.29	03/15/2013		M		4,532	(3)	02/27/2018	Common Stock	4,532
Employee Stock Option (Right to Buy)	\$ 10.39	03/15/2013		M		9,624	(3)	05/09/2016	Common Stock	9,624
Employee Stock Option (Right to Buy)	\$ 5.5	03/15/2013		M		10,844	(3)	01/16/2015	Common Stock	10,844

# **Reporting Owners**

in Fact

Reporting Owner Name / Address	Relationships							
reporting Owner France / Mariess	Director	10% Owner	Officer	Other				
HOUSENBOLD JEFFREY T 2800 BRIDGE PARKWAY REDWOOD CITY, CA 94065	X		President & CEO					
Signatures								
Charlotte Falla, Attorney	03,	/15/2013						

\*\*Signature of Reporting Person Date

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# **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 transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 28, 2012.
  - Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$43.25 to \$44.00. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Securities and Exchange
- Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- (3) The option is 100% 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. 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.