Guidewire Software, Inc. Form 4 July 09, 2014

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005 Estimated average

0.5

burden hours per

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

SECURITIES

response...

See Instruction

1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Ryu Marcus			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) 1001 E. HILLSDALE BLVD., SUITE 800		(Middle)	3. Date of Earliest Transaction	(==== an appneasie)		
		VD.,	(Month/Day/Year) 07/07/2014	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) CEO and President		
(Street) FOSTER CITY, CA 94404			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 Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Securities Acquir	ed, Disposed of,	or Beneficially	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onor Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership

(mstr. 3)		(Month/Day/Year)	(Instr. 8)	(111501. 3,	i una c	·)	Owned Following	Direct (D) or Indirect
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)
Common Stock	07/07/2014		M(1)	222	A	\$ 32.25	173,858	D
Common Stock	07/07/2014		M <u>(1)</u>	78	A	\$ 32.25	173,936	D
Common Stock	07/07/2014		S(2)	19,570	D	\$ 39.0591 (3)	154,366	D
Common Stock	07/07/2014		S(2)	10,430	D	\$ 39.7608 (4)	143,936	D
	07/07/2014		S(1)	300	D		143,636	D

(Instr. 4)

Common \$
Stock 40.1036

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. Transactic Code (Instr. 8)	Derivative		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Incentive Stock Option (right to buy)	\$ 32.25	07/07/2014		M <u>(1)</u>		222	<u>(6)</u>	09/05/2022	Common Stock	222		
Non-Qualified Stock Option (right to buy)	\$ 32.25	07/07/2014		M <u>(1)</u>		78	<u>(6)</u>	09/05/2022	Common Stock	78		

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
Ryu Marcus 1001 E. HILLSDALE BLVD., SUITE 800 FOSTER CITY, CA 94404	X		CEO and President			
0:						

Signatures

By: Winston King, Attorney in Fact For: Marcus S. Ryu 07/09/2014

**Signature of Reporting Person Date

Reporting Owners 2

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

information regarding the number of shares sold at each separate price.

- ** 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 January 5, 2014
- (2) Automatic sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on January 5, 2014.
- The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$38.68 to \$39.6750 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.
- The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$39.68 to \$40.22 per (4) share. The Reporting Person will provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full
- The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$40.0250 to \$40.1550 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.
- When both ISO and NQ Stock Options granted on September 5, 2012 are combined, they vest over four years of continuous service as follows: 1/48 of the underlying shares vest monthly following the vesting commencement date of September 5, 2012, subject to the Reporting Person's continuous service.

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.