Guidewire Software, Inc. Form 4

January 23, 2014

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

Form 5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction 1(b).

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)

(Last)

SUITE 800

1. Name and Address of Reporting Person * Naddaff Alexander C

(First)

Symbol

(Middle)

Guidewire Software, Inc. [GWRE] 3. Date of Earliest Transaction

2. Issuer Name and Ticker or Trading

(Month/Day/Year)

01/21/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

1001 E. HILLSDALE BLVD.,

below)

Director

Other (specify _X__ Officer (give title

10% Owner

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

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Estimated average

burden hours per

VP, Professional Services

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

FOSTER CITY, CA 94404

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acquii	red, 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) actionor Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	01/21/2014		M(1)	1,042	A	\$ 7.5	2,969	D	
Common Stock	01/21/2014		M(1)	258	A	\$ 32.25	3,227	D	
Common Stock	01/21/2014		M(1)	116	A	\$ 32.25	3,343	D	
Common Stock	01/21/2014		S(1)	1,216	D	\$ 49.8486 (2)	2,127	D	
Common Stock	01/21/2014		S(1)	200	D	\$ 50.625 (3)	1,927	D	

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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. Transaction Code (Instr. 8)	5. Number omf 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Incentive Stock Option (right to buy)	\$ 32.25	01/21/2014		M(1)	258	<u>(4)</u>	09/05/2022	Common Stock	258
Non-Qualified Stock Option (right to buy)	\$ 7.5	01/21/2014		M <u>(1)</u>	1,042	<u>(5)</u>	07/21/2021	Common Stock	1,04
Non-Qualified Stock Option (right to buy)	\$ 32.25	01/21/2014		M <u>(1)</u>	116	<u>(4)</u>	09/05/2022	Common Stock	116

Reporting Owners

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other

Naddaff Alexander C 1001 E. HILLSDALE BLVD., SUITE 800

VP, Professional Services

Deletionship

FOSTER CITY, CA 94404

Signatures

By: Winston King, Attorney in Fact For: Alexander C.
Naddaff
01/23/2014

**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).
- ** 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 June 10, 2013.
- The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$49.55 to \$50.27 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 \$50.58 to \$50.67 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.
- When both ISO and NQ Stock Options granted on September 5, 2012 are combined, they vest over four years of continuous service as (4) 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.
- 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. 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.