

Guidewire Software, Inc.

Form 4

July 03, 2013

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hung Priscilla

(Last) (First) (Middle)

1001 E. HILLSDALE BLVD.,
SUITE 800

(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)
07/01/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP, Ops and Corp Dev

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/01/2013		M ⁽¹⁾	3,683 A	\$ 3.73 43,023	D	
Common Stock	07/01/2013		M ⁽¹⁾	4,517 A	\$ 4.5 47,540	D	
Common Stock	07/01/2013		S ⁽¹⁾	1,900 D	\$ 42.6789 45,640	D	
Common Stock	07/01/2013		S ⁽¹⁾	6,100 D	\$ 43.7041 39,540	D	
	07/01/2013		S ⁽¹⁾	200 D	\$ 44.2 39,340	D	

Common
Stock

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)	8. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 3.73	07/01/2013		M ⁽¹⁾	3,683	⁽⁴⁾ 12/02/2018	Common Stock	3,683
Incentive Stock Option (right to buy)	\$ 4.5	07/01/2013		M ⁽¹⁾	4,517	⁽⁵⁾ 04/08/2020	Common Stock	4,517

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hung Priscilla
1001 E. HILLSDALE BLVD., SUITE 800
FOSTER CITY, CA 94404

SVP, Ops and Corp Dev

Signatures

By: Winston King, Attorney in Fact For: Priscilla
Hung

07/03/2013

__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 12, 2012.

The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$42.0750 to \$42.98 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 sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$43.16 to \$44.13 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.

(4) Fully-vested and exercisable.

(5) When both ISO and NQ Stock Options granted on April 8, 2010 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 April 8, 2010.

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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