

INSPERITY, INC.  
Form 4  
February 17, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SHARP DOUGLAS S

(Last) (First) (Middle)  
19001 CRESCENT SPRINGS DRIVE  
(Street)

KINGWOOD, TX 77339

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INSPERITY, INC. [NSP]

3. Date of Earliest Transaction (Month/Day/Year)  
02/15/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
SVP Finance, CFO & Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    | 02/15/2017                           |  | A <sup>(1)</sup>               | 4,715 A \$ 0  | 22,622  | 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)**

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| 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. |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----|

|   |     |               |  | Code | V | (A)   | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|---|-----|---------------|--|------|---|-------|-----|------------------|-----------------|--------------|----------------------------|
| Phantom Stock Performance Units (Stock Settled) | (2) | 02/15/2017(3) |  | A    |   | 3,531 |     | (5)              | (5)             | Common Stock | 3,531                      |
|   |     |               |  |      |   | (4)   |     |                  |                 |              | (4)                        |
| Phantom Stock Performance Units (Stock Settled) | (2) | 02/15/2017(6) |  | A    |   | 1,131 |     | (5)              | (5)             | Common Stock | 1,131                      |
|   |     |               |  |      |   | (4)   |     |                  |                 |              | (4)                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| SHARP DOUGLAS S<br>19001 CRESCENT SPRINGS DRIVE<br>KINGWOOD, TX 77339 |               |           | SVP Finance, CFO & Treasurer |       |

## Signatures

/s/ Daniel D. Herink, by Power of Attorney  
02/17/2017

\*\*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) Restricted stock award pursuant to the Insperty, Inc. 2012 Incentive Plan.  
Each phantom stock performance unit represents a contingent right to receive one share of Insperty, Inc. common stock ("Common Stock") pursuant to the terms of the Insperty, Inc. Long-Term Incentive Program (the "LTIP") under the Insperty, Inc. 2012 Incentive Plan based on a three-year performance period award cycle.
- (3) These three-year performance period awards were granted in 2015. The Compensation Committee certified the achievement of the performance conditions related to 2016 performance on this date.
- (4) The number of shares do not include the cash value of dividend rights that will be settled in shares of Common Stock based on the fair market value of the Common Stock on the trading day immediately preceding the date of vesting following the end of the three-year

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award cycle in accordance with the LTIP.

- (5) The phantom stock performance units vest at the end of the three-year award cycle period following certification in accordance with the LTIP of the achievement of all performance goals for the performance periods applicable to such award.
- (6) These three-year performance period awards were granted in 2016. The Compensation Committee certified the achievement of the performance conditions related to 2016 performance on this date.

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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