

Goldfield Burton M.
Form 4
November 17, 2017

FORM 4

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

OMB APPROVAL

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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 *
Goldfield Burton M.

2. Issuer Name and Ticker or Trading Symbol
TRINET GROUP INC [TNET]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
TRINET GROUP, INC., 1100 SAN LEANDRO BLVD., STE. 400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
PRESIDENT, CEO and DIRECTOR

SAN LEANDRO, CA 94577

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	11/10/2017		G	V 765 D \$ 0	1,228,822	I	By Trust (1)
Common Stock	11/15/2017		A	V 58 (2) A \$ 26.52	28,589	D	
Common Stock	11/15/2017		M	2,176 A (3)	30,765	D	
Common Stock	11/15/2017		M	8,617 A (3)	39,382	D	
Common Stock	11/15/2017		M	3,571 A (3)	42,953	D	

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Common Stock	11/15/2017	F	<u>7,497</u> (4)	D	\$ 42.25	35,456	D	
Common Stock	11/17/2017	S ⁽⁵⁾	6,867	D	\$ 42.4	28,589	D	
Common Stock	11/17/2017	M	3,645	A	\$ 1.4475	32,234	D	
Common Stock	11/17/2017	S ⁽⁵⁾	3,645	D	\$ 42.4	28,589	D	
Common Stock	11/17/2017	S ⁽⁵⁾	5,832	D	\$ 42.4	1,222,990	I	By Trust (1)
Common Stock	11/17/2017	S ⁽⁵⁾	8,332	D	\$ 42.4	80,740	I	By Trust (6)

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

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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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	(3)	11/15/2017		M	2,176	(7) (7)	Common Stock	2,176
Restricted Stock Units	(3)	11/15/2017		M	8,617	(8) (8)	Common Stock	8,617
Restricted Stock Units	(3)	11/15/2017		M	3,571	(9) (9)	Common Stock	3,571
Employee Stock Option	\$ 1.4475	11/17/2017		M	3,645	(10) 03/13/2023	Common Stock	3,645

