

ULTIMATE SOFTWARE GROUP INC

Form 4

November 08, 2016

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Swick Gregory

2. Issuer Name **and** Ticker or Trading  
Symbol

ULTIMATE SOFTWARE GROUP  
INC [ULTI]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

219 BELL COURT

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/08/2016

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Senior VP, Enterprise Sales

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

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

SCHENECTADY, NY 12303

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 11/08/2016                              | 11/08/2016  | S                                    | 700 <sup>(1)</sup>  | D \$ 204.1   | 62,136  | D   |
| Common<br>Stock                       | 11/08/2016                              | 11/08/2016  | S                                    | 1,217 <sup>(1)</sup>  | D \$ 207.432 <sup>(2)</sup>  | 60,919  | D   |
| Common<br>Stock                       | 11/08/2016                              | 11/08/2016  | S                                    | 3,629 <sup>(1)</sup>  | D \$ 208.415 <sup>(3)</sup>  | 57,290  | D   |
| Common<br>Stock                       | 11/08/2016                              | 11/08/2016  | S                                    | 3,215 <sup>(1)</sup>  | D \$ 209.692 <sup>(4)</sup>  | 54,075  | D   |

# Edgar Filing: ULTIMATE SOFTWARE GROUP INC - Form 4

|              |            |            |   |                     |   |                          |        |   |
|--------------|------------|------------|---|---------------------|---|--------------------------|--------|---|
| Common Stock | 11/08/2016 | 11/08/2016 | S | <u>3,315</u><br>(1) | D | <u>\$ 210.57</u><br>(5)  | 50,760 | D |
| Common Stock | 11/08/2016 | 11/08/2016 | S | <u>2,123</u><br>(1) | D | <u>\$ 211.516</u><br>(6) | 48,637 | D |
| Common Stock | 11/08/2016 | 11/08/2016 | S | <u>1,843</u><br>(1) | D | <u>\$ 212.666</u><br>(7) | 46,794 | D |
| Common Stock | 11/08/2016 | 11/08/2016 | S | 100 <u>(1)</u>      | D | \$ 214.87                | 46,694 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| Swick Gregory<br>219 BELL COURT<br>SCHENECTADY, NY 12303 | Senior VP, Enterprise Sales      |

## Signatures

Felicia Alvaro by Power of Attorney for Gregory Swick 11/08/2016

\_\_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) The transactions reported on this Form 4 were effected pursuant to a Rule 10(b)5-1 trading plan adopted by the reporting person on August 10, 2016.
- (2) The sales price represents the weighted average sales price ranging in price from \$206.950 to \$207.930. The number of shares sold at each separate price will be made available to the SEC Staff, the issuer, or a security holder of the issuer upon request.
- (3) The sales price represents the weighted average sales price ranging in price from \$207.980 to \$208.935. The number of shares sold at each separate price will be made available to the SEC Staff, the issuer, or a security holder of the issuer upon request.
- (4) The sales price represents the weighted average sales price ranging in price from \$209.070 to \$210.065. The number of shares sold at each separate price will be made available to the SEC Staff, the issuer, or a security holder of the issuer upon request.
- (5) The sales price represents the weighted average sales price ranging in price from \$210.085 to \$211.050. The number of shares sold at each separate price will be made available to the SEC Staff, the issuer, or a security holder of the issuer upon request.
- (6) The sales price represents the weighted average sales price ranging in price from \$211.160 to \$212.130. The number of shares sold at each separate price will be made available to the SEC Staff, the issuer, or a security holder of the issuer upon request.
- (7) The sales price represents the weighted average sales price ranging in price from \$212.215 to \$213.000. The number of shares sold at each separate price will be made available to the SEC Staff, the issuer, or a security holder of the issuer upon request.

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.