#### Edgar Filing: ULTIMATE SOFTWARE GROUP INC - Form 4

#### ULTIMATE SOFTWARE GROUP INC

Form 4

February 10, 2014

## FORM 4

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

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

5. Relationship of Reporting Person(s) to

Issuer

response... 0.5

**OMB APPROVAL** 

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue.

1. Name and Address of Reporting Person \*

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

2. Issuer Name and Ticker or Trading

Symbol

**SECURITIES** 

See Instruction 1(b).

Manne Robert

(Print or Type Responses)

|   |   |                                      |  | ULTIMATE SOFTWARE GROUP INC [ULTI]                          |  |              |           |  | (Check all applicable)   |  |   |  |  |  |  |
|---|---|--------------------------------------|--|---|--|--------------|-----------|--|--|--|---|--|--|--|--|
|   | (Last) 2705 HUN                         | (First) (TER ROAD                    | (Middle)                                     | 3. Date of Earliest Transaction (Month/Day/Year) 02/06/2014 |  |              |           |  | Director 10% Owner _X Officer (give title Other (specify below)  Senior VP, General Counsel    |  |   |  |  |  |  |
|   |   | (Street)                             |  |   | endment, I<br>onth/Day/Ye              |              | nal       |  | 6. Individual or Jo Applicable Line) _X_ Form filed by A                                       | One Reporting I  | Person  |  |  |  |  |
|   | WESTON,                                 | FL 33331                             |  |   |  |              |           | Form filed by More than One Reporting Person |  |  |   |  |  |  |  |
| (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own |   |                                      |  |   |  |              |           |  |  | ally Owned   |   |  |  |  |  |
|   | 1.Title of<br>Security<br>(Instr. 3)    | 2. Transaction Date (Month/Day/Year) | 2A. Deeme<br>Execution I<br>any<br>(Month/Da | Date, if  | 3.<br>Transactio<br>Code<br>(Instr. 8) |              | sed of    |  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |  |  |
|   |   |                                      |  |   | Code V                                 | Amount       | or<br>(D) | Price  | (Instr. 3 and 4)   | (11101111)   |   |  |  |  |  |
|   | Common<br>Stock,<br>\$0.01 par<br>value | 02/06/2014                           | 02/06/20                                     | 14  | S                                      | 3,400<br>(1) | D         | \$ 155.6<br>(2)                              | 105,902  | D  |   |  |  |  |  |
|   | Common<br>Stock,<br>\$0.01 par<br>value | 02/06/2014                           | 02/06/20                                     | 14  | S                                      | 5,800<br>(1) | D         | \$ 156.41<br>( <u>3)</u>                     | 100,102  | D  |   |  |  |  |  |
|   | Common<br>Stock,<br>\$0.01 par<br>value | 02/06/2014                           | 02/06/20                                     | 14  | S                                      | 800 (1)      | D         | \$<br>157.075<br>(4)                         | 99,302   | D  |   |  |  |  |  |
|   |   |                                      |  |   |  |              |           |  |  |  |   |  |  |  |  |

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Common Stock  $1,000 \quad I \quad \begin{array}{c} \text{Shares held} \\ \text{in an} \\ \text{Irrevocable} \\ \text{Trust} \end{array}$ 

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.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>stionNumber<br>of<br>Securitic<br>Acquire<br>(A) or<br>Dispose<br>of (D)<br>(Instr. 3<br>4, and 5 | (Month/Day<br>ve<br>es<br>d<br>d | Pate               | 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>Secun<br>Bene<br>Owno<br>Follo<br>Repo<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

Manne Robert

2705 HUNTER ROAD Senior VP, General Counsel

WESTON, FL 33331

## **Signatures**

Felicia Alvaro by Power of Attorney for Robert
Manne
02/10/2014

\*\*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 November 12, 2013.

**(2)** 

Reporting Owners 2

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The sales price represents the weighted average sales price ranging in price from \$154.92 to \$155.90. 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 \$155.93 to \$156.92. 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 \$156.94 to \$157.30. 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.