

Goldfield Burton M.
Form 4
February 20, 2018

FORM 4

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

OMB APPROVAL

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

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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

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2018

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

(Street)

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

SAN LEANDRO, CA 94577

(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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	02/15/2018		M	A	2,176	Ⓛ	30,766	D	
Common Stock	02/15/2018		M	A	8,616	Ⓛ	39,382	D	
Common Stock	02/15/2018		M	A	3,570	Ⓛ	42,952	D	
Common Stock	02/15/2018		F	D	4,968 (2)		\$ 41.36	37,984	D
Common Stock	02/20/2018		S(3)	D	9,394		\$ 41.0351	28,590	D
					(4)				

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Common Stock	02/20/2018	M	3,645	A	\$ 1.4475	32,235	D	
Common Stock	02/20/2018	S ⁽³⁾	3,645	D	\$ 40.86	28,590	D	
Common Stock	02/20/2018	S ⁽³⁾	5,832	D	\$ 40.86	1,205,494	I	By Trust (5)
Common Stock	02/20/2018	S ⁽³⁾	8,332	D	\$ 40.86	55,744	I	By Trust (6)

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)

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	(1)	02/15/2018		M	2,176	(7)	(7)	Common Stock	2,176
Restricted Stock Units	(1)	02/15/2018		M	8,616	(8)	(8)	Common Stock	8,616
Restricted Stock Units	(1)	02/15/2018		M	3,570	(9)	(9)	Common Stock	3,570
Employee Stock Option (right to buy)	\$ 1.4475	02/20/2018		M	3,645	(10)	03/13/2023	Common Stock	3,645

