

Naddaff Alexander C
Form 4
July 24, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Naddaff Alexander C

(Last) (First) (Middle)

GUIDEWIRE SOFTWARE,
INC., 1001 E. HILLSDALE
BOULEVARD

(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Guidewire Software, Inc. [GWRE]

3. Date of Earliest Transaction
(Month/Day/Year)
07/22/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

VP, Professional Services

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/22/2012		M	45,000 A \$ 0	85,250	D	
Common Stock	07/22/2012		F ⁽¹⁾	16,093 D \$ 27.68	69,157	D	
Common Stock	07/23/2012		M ⁽²⁾	30,000 A \$ 0.16	99,157	D	
Common Stock	07/23/2012		M ⁽²⁾	20,000 A \$ 0.5	119,157	D	
Common Stock	07/23/2012		S ⁽³⁾	90,250 D \$ 25.5109	28,907	D	

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(4)

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	07/22/2012		M		35,625		<u>(5)</u>	12/07/2020	Common Stock	35,625
Restricted Stock Units	\$ 0	07/22/2012		M		9,375		<u>(6)</u>	07/20/2021	Common Stock	9,375
Stock Option (Right to Buy)	\$ 0.16	07/23/2012		M <u>(1)</u>		30,000		<u>(7)</u>	12/08/2014	Common Stock	30,000
Stock Option (Right to Buy)	\$ 0.5	07/23/2012		M <u>(1)</u>		20,000		<u>(7)</u>	01/04/2016	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Naddaff Alexander C GUIDEWIRE SOFTWARE, INC. 1001 E. HILLSDALE BOULEVARD FOSTER CITY, CA 94404	VP, Professional Services

Signatures

/s/ Richard Kline, Attorney in Fact for Alexander C.
Naddaff

07/24/2012

__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) Shares withheld by Issuer to cover taxes associated with settlement of Restricted Stock Units.

(2) Automatic stock option exercise pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on April 7, 2012.

(3) Automatic sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on April 7, 2012.

The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$25.13 to \$26.055 per share. The reporting person will provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

The vesting of these Restricted Stock Units is subject to the satisfaction of both a liquidity event-based condition and time-based vesting. (5) The liquidity event-based condition was satisfied on July 22, 2012 and the time-based vesting occurs quarterly over four years from December 15, 2010, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

The vesting of these Restricted Stock Units is subject to the satisfaction of both a liquidity event-based condition and time-based vesting. (6) The liquidity event-based condition was satisfied on July 22, 2012 and the time-based vesting occurs quarterly over four years from September 15, 2011, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

(7) This stock option is fully vested and exercisable.

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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