

RAWSON RICHARD G
Form 4
May 25, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RAWSON RICHARD G

(Last) (First) (Middle)

19001 CRESCENT SPRINGS
DRIVE

(Street)

KINGWOOD, TX 77339

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INSPERITY, INC. [NSP]

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V Amount (A) or (D) Price			
Common Stock	05/18/2018		D ⁽¹⁾	5,280 D \$ 0	152,553	D	
Common Stock	05/18/2018		D ⁽¹⁾	7,488 D \$ 0	145,065	D	
Common Stock	05/23/2018		A	1,194 A \$ 0 ⁽²⁾	146,259	D	
Common Stock	05/23/2018		S	10,000 D \$ 89.51 ⁽³⁾	293,850	I	By Self, as General Partner of POM Services,

Common Stock	272,116	I	LLC, which is the General Partner of RDKB Rawson, LP By Self, as General Partner of POM Services, LLC, which is the General Partner of R&D Rawson, LP
Common Stock	700	I	Held By Dawn M. Rawson, Spouse

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. D S (I	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom	(4)	05/18/2018		D	4,082	(6)	(6)	Common	4,082

Stock Performance Units (Stock Settled)					<u>(5)</u>			Stock	
Phantom Stock Performance Units (Stock Settled)	<u>(4)</u>	05/18/2018	D	7,100	<u>(7)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	7,100
Phantom Stock Performance Units (Stock Settled)	<u>(4)</u>	05/18/2018	D	6,400	<u>(8)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	6,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAWSON RICHARD G 19001 CRESCENT SPRINGS DRIVE KINGWOOD, TX 77339	X			

Signatures

/s/ Daniel D. Herink, by Power of Attorney
Date: 05/25/2018

 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) Forfeiture of time vested restricted stock upon retirement as President.
 - (2) Annual stock award pursuant to the Insuperity, Inc. Directors Compensation Plan.
 - (3) Weighted average price. Actual prices ranged from \$89.40 to \$89.65. Full information regarding the number of shares sold at each separate price will be provided upon request to the SEC's staff, Insuperity, Inc. or its stockholders.

Each phantom stock performance unit represents a contingent right to receive one share of Insuperity, Inc. common stock ("Common Stock") pursuant to the terms of the Insuperity, Inc. Long-Term Incentive Program (the "LTIP") under the Insuperity, Inc. 2012 Incentive Plan based on a three-year performance period award cycle.

These three-year performance awards were granted in 2016. The 2016 performance requirement for these awards were certified by the Compensation Committee on February 15, 2017. These performance awards also have a time-based service requirement that was not satisfied upon retirement as President, therefore the awards were forfeited.
 - (4) The phantom stock performance units vest at the end of the three-year award cycle period following certification in accordance with the LTIP of the achievement of all performance goals for the performance periods applicable to such award.

These three-year performance awards were granted in 2016. The 2017 performance requirement for these awards were certified by the Compensation Committee on February 21, 2018. These performance awards also have a time-based service requirement that was not satisfied upon retirement as President, therefore the awards were forfeited.
 - (5) Compensation Committee on February 15, 2017. These performance awards also have a time-based service requirement that was not satisfied upon retirement as President, therefore the awards were forfeited.
 - (6) The phantom stock performance units vest at the end of the three-year award cycle period following certification in accordance with the LTIP of the achievement of all performance goals for the performance periods applicable to such award.

These three-year performance awards were granted in 2016. The 2017 performance requirement for these awards were certified by the Compensation Committee on February 21, 2018. These performance awards also have a time-based service requirement that was not satisfied upon retirement as President, therefore the awards were forfeited.
 - (7) Compensation Committee on February 21, 2018. These performance awards also have a time-based service requirement that was not satisfied upon retirement as President, therefore the awards were forfeited.

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These three-year performance awards were granted in 2017. The 2017 performance requirement for these awards were certified by the
(8) Compensation Committee on February 21, 2018. These performance awards also have a time-based service requirement that was not satisfied upon retirement as President, therefore the awards were forfeited.

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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