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TRINET GROUP INC

Form 4

February 12, 2016

FORM 4

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

OMB

Expires:

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31,

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

SECURITIES

2005 Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **Babinec Martin**

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

(Middle)

TRINET GROUP INC [TNET]

(Check all applicable)

(Zin)

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

02/12/2016

_X__ Director Officer (give title

10% Owner Other (specify

TRINET GROUP, INC., 1100 SAN LEANDRO BLVD., STE. 400

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

below)

SAN LEANDRO, CA 94577

(City)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		ties l (A) c l of (D 4 and))	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	02/12/2016		M		6,016	A	<u>(1)</u>	6,016	D		
Common Stock	02/12/2016		G	V	6,016	D	\$0	0	D		
Common Stock	02/12/2016		G	V	6,016	A	\$0	4,217,036	I	By Trust	
Common Stock								855,724	I (3)	By Trust	

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. Transacti Code (Instr. 8)	5. Number conf 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. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	02/12/2016		M	6,016	<u>(5)</u>	<u>(5)</u>	Common Stock	6,016	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

X

Babinec Martin
TRINET GROUP, INC.

1100 SAN LEANDRO BLVD., STE. 400

SAN LEANDRO, CA 94577

Signatures

/s/ Helen Hong, Attorney-in-fact 02/12/2016

**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) Restricted Stock Units convert into common stock on a one-for-one basis.
- (2) Shares are held directly by Martin and Krista Babinec, Trustees of The Babinec Family Trust. Reporting Owner is a Trustee and has sole voting and investment power over the shares held by The Babinec Family Trust.
- (3) The Reporting Person inadvertently did not include in prior Form 4s all holdings of securities of the same class as the security involved in the reported transaction, e.g. all directly and indirectly owned holdings of common stock.

(4)

Reporting Owners 2

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These shares are held in the Babinec 2008 Children's Trust for the benefit of the Reporting Person's children. The Reporting Person's spouse is trustee of the trust.

(5) The Restricted Stock Units vested 100% on February 12, 2016. The Restricted Stock Units are also subject to accelerated vesting upon certain events.

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.