TRINET GROUP INC

Form 4

January 16, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

OMB APPROVAL

Number: 3235-0287 Expires: January 31,

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

SECURITIESFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Form 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 * PORTER WILLIAM			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)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
TRINET GROUP, INC, 1100 SAN LEANDRO BLVD			01/14/2015	Officer (give title Other (specify below) CHIEF FINANCIAL OFFICER			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SAN LEANDRO, CA 94577			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
				Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivativo	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		esed of 4 and (A) or	` '	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	01/14/2015		S(1)	2,000	D	\$ 32.51	340,000	I	By Trusts
Common Stock	01/14/2015		S(1)	2,000	D	\$ 32.51	338,000	I	By Trusts
Common Stock	01/14/2015		S <u>(1)</u>	2,000	D	\$ 32.51	336,000	I	By Trusts
Common Stock	01/16/2015		S <u>(1)</u>	9,000	D	\$ 33.6486 (2)	507,379	D	

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	ınt of	Derivative	De
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Ве
	Derivative				Securities			(Instr.	3 and 4)		O
	Security				Acquired						Fo
					(A) or						Re
					Disposed						Tr
					of (D)						(It
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	*	or Title Numbe			
						Exercisable					
				C-1- V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

PORTER WILLIAM TRINET GROUP, INC 1100 SAN LEANDRO BLVD SAN LEANDRO, CA 94577

CHIEF FINANCIAL OFFICER

Signatures

/s/ Helen Hong, Attorney-in-fact

01/16/2015

**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 sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on December 8, 2014.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.32 to \$33.93, inclusive. The reporting person undertakes to provide to TriNet Group, Inc., any security holder of TriNet Group Inc., or the **(2)** staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this form 4.
- (3) The Reporting Person is a trustee of shares held by trusts for Reporting Person's three sons.

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.

Reporting Owners 2

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