## Edgar Filing: INSPERITY, INC. - Form 4

NICOPOTAV INC

Form 4	, INC.									
February 17,	2017									
FORM	<b>FORM 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION						r	PPROVAL		
	UNITED		ashington,			NGE		OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 or	NGES IN I SECUR	GES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: January 31, 2005 Estimated average burden hours per response 0.5			
Form 5 obligatior may conti <i>See</i> Instru 1(b).	inue. Section 17(a	suant to Section a) of the Public 30(h) of the	Utility Hold	ling Com	pany	Act o	f 1935 or Sectio	'n		
(Print or Type R	Responses)									
Herink Daniel D Symbol			uer Name <b>and</b> l ERITY, INC		Fradin	g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Mor			3. Date of Earliest Transaction (Month/Day/Year) 02/15/2017				Director 10% Owner XOfficer (give title Other (specify below) below) SVP Legal, Gen Counsel & Sec			
	(Street) 4. If Amen Filed(Month			-			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
KINGWOO	D, TX 77339						Form filed by M Person	More than One Ro	eporting	
(City)	(State) (	Zip) Ta	ble I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, any (Month/Day/Yea	Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) c l of (D 4 and (A) or	)) 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	02/15/2017		$A^{(1)}$	Amount 4,715	(D) A	Price \$ 0	29,958	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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 for of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(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
Phantom Stock Performance Units (Stock Settled)	<u>(2)</u>	02/15/2017 <u>(3)</u>		A	3,531 (4)	<u>(5)</u>	(5)	Common Stock	3,531 (4)
Phantom Stock Performance Units (Stock Settled)	<u>(2)</u>	02/15/2017 <u>(6)</u>		A	1,131 (4)	<u>(5)</u>	(5)	Common Stock	1,131 (4)

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# **Reporting Owners**

Reporting Owner Name / Ac	ldress	Relationships					
	Director	10% Owner	Officer	Other			
Herink Daniel D 19001 CRESCENT SPRINGS KINGWOOD, TX 77339	S DRIVE		SVP Legal, Gen Counsel & Sec				
Signatures							
/s/ Daniel D. Herink	)2/17/2017						

# Reporting Person Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- \*\* 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 award pursuant to the Insperity, Inc. 2012 Incentive Plan.

Each phantom stock performance unit represents a contingent right to receive one share of Insperity, Inc. common stock ("Common(2) Stock") pursuant to the terms of the Insperity, Inc. Long-Term Incentive Program (the "LTIP") under the Insperity, Inc. 2012 Incentive Plan based on a three-year performance period award cycle.

(3) These three-year performance period awards were granted in 2015. The Compensation Committee certified the achievement of the performance conditions related to 2016 performance on this date.

(4)

\*\*Signature of

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The number of shares do not include the cash value of dividend rights that will be settled in shares of Common Stock based on the fair market value of the Common Stock on the trading day immediately preceding the date of vesting following the end of the three-year award cycle in accordance with the LTIP.

- (5) 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.
- (6) These three-year performance period awards were granted in 2016. The Compensation Committee certified the achievement of the performance conditions related to 2016 performance on this date.

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.