SARVADI PAUL J Form 4 February 14, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * SARVADI PAUL J			2. Issue Symbol	er Name an	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
					IC. [NSP]	(Ch	neck all applica	able)	
(Last)	(First)	(Middle) 3.	Date o	of Earliest T	ransaction				
19001 CR DRIVE	~~	Month/I)2/12/2	Day/Year) 2019		X Director 10% Owner X Officer (give title Other (specify below) below) Chairman of the Board & CEO				
	(Street)	4.	. If Am	endment, D	ate Original	6. Individual or	Joint/Group F	Filing(Check	
KINGWO	F	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-	Derivative Securities Ac	quired, Disposed	of, or Benefic	cially Owned	
1.Title of	2. Transaction Dat	e 2A. Deemed	l	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Da	ate, if	Transactio	or(A) or Disposed of (D)	Securities	Ownership	Indirect	
(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial	
		(Month/Day/	/Year)	(Instr. 8)		Owned	Direct (D)	Ownership	

Security	(Month/Day/Tear)	Execution Date, ii	Transaction(A) of Disposed of (D)				Securities	Ownership	marrect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)		Beneficially	Form:	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			C 1 W		or	ъ.	(Instr. 3 and 4)		
~			Code V	Amount	(D)	Price			
Common	02/12/2019(1)		M	121,437	A	\$ 0	720,698	D	
Stock	_			(2)					
									By Self, As

General Partner of Our Ship

1,243,412

Ι

Common Stock

Limited Partnership, Ltd.

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. 5. Number of TransactionDerivative Securities Code Acquired (A) or (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Phantom Stock Performance Units (Stock Settled)	(3)	02/12/2019(4)		A	29,075	(-)	<u>(5)</u>	(5)	Common Stock	29
Phantom Stock Performance Units (Stock Settled)	(3)	02/12/2019(7)		A	58,152 (2)		<u>(5)</u>	<u>(5)</u>	Common Stock	58
Phantom Stock Performance Units (Stock Settled)	(3)	02/12/2019(8)		A	19,848 (6)		<u>(5)</u>	<u>(5)</u>	Common Stock	19
Phantom Stock Performance Units (Stock Settled)	<u>(3)</u>	02/12/2019(9)		A	19,922 (6)		<u>(5)</u>	<u>(5)</u>	Common Stock	19
Phantom Stock Performance Units (Stock Settled)	(3)	02/12/2019(1)		M		121,437 (2)	(5)	<u>(5)</u>	Common Stock	12

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
	X		Chairman of the Board & CEO				

Reporting Owners 2

SARVADI PAUL J 19001 CRESCENT SPRINGS DRIVE KINGWOOD, TX 77339

Signatures

/s/ Christian P. Callens, by Power of Attorney

02/14/2019

**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).
- These shares of Insperity, Inc. common stock ("Common Stock") will be settled following the certification by the Compensation

 (1) Committee on this date of the achievement of the final performance conditions for these three-year performance period awards granted in 2016.
- The number of shares does not include additional shares related to the cash value of dividend rights in the amount of \$2.75 per share to be settled in shares of Common Stock based on the fair market value of the Common Stock on the trading day immediately proceeding the final settlement date in accordance with the Insperity, Inc. Long-Term Incentive Program (the "LTIP") under the Insperity, Inc. 2012 Incentive Plan, which will be reported in a separate filing.
- (3) Each phantom stock performance unit represents a contingent right to receive one share of Common Stock pursuant to the terms of the LTIP under the Insperity, Inc. 2012 Incentive Plan based on a three-year performance period award cycle.
- (4) These three-year performance period awards were granted in 2016. The Compensation Committee certified the achievement of the performance conditions related to 2018 performance on this date. No further performance periods remain for this grant.
- (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.
- The number of shares does not include the value of dividend rights that will be settled in shares of Common Stock. The value of these dividend rights will be based on the fair market value of the Common Stock on the trading day immediately preceding the final settlement date following the certification of the final performance conditions after the end of the three-year award cycle in accordance with the LTIP.
- These three-year performance period awards were granted in 2016. The Compensation Committee certified the achievement of the (7) relative total shareholder return performance of Insperity's Common Stock against the performance of Insperity's 2016 compensation peer group of companies. No further performance periods remain for this grant.
- (8) These three-year performance period awards were granted in 2017. The Compensation Committee certified the achievement of the performance conditions related to 2018 performance on this date.
- (9) These three-year performance period awards were granted in 2018. The Compensation Committee certified the achievement of the performance conditions related to 2018 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.

Signatures 3