

ADMINISTAFF INC \DE\
Form 8-K
May 10, 2010

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): May 5, 2010

Administaff, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-13998
(Commission File Number)

76-0479645
(I.R.S. Employer Identification No.)

19001 Crescent Springs Drive
Kingwood, Texas 77339
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (281) 358-8986

Item 7.01. Regulation FD Disclosure.

On May 5, 2010, Paul, J. Sarvadi, Chairman of the Board and Chief Executive Officer, established a new structured, prearranged trading plan to sell a portion of his Administraff common shares and exercise options over a six month period in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934. Mr. Sarvadi's most recent trading plan expired in April 2010.

Under the new trading plan, Mr. Sarvadi may sell a maximum of 276,000 shares, of which 60,000 represent shares to be acquired in connection with the exercise of stock options. These shares represent approximately 12% of Mr. Sarvadi's current common stock and stock option holdings.

On May 5, 2010, Richard G. Rawson, President, established new structured, prearranged trading plans to sell a portion of his Administraff common shares over a five and one-half month period in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934. Mr. Rawson's most recent trading plan expired in April 2010.

Under the new trading plans, Mr. Rawson may sell a maximum of 180,000 shares, which represents approximately 16% of his current common stock and stock option holdings.

The plans have been initiated during the company's open window for insider transactions.

Rule 10b5-1 permits the implementation of a written plan for selling stock at times when insiders are not in possession of material nonpublic information, and allows them to sell stock on a regular basis and in a non-discretionary manner, regardless of any subsequent material nonpublic information they receive.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ADMINISTAFF, INC.

By: /s/ Daniel D. Herink
Daniel D. Herink
Senior Vice President of Legal,
General Counsel and Secretary

Date: May 10, 2010

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der-left-width: 0; border-bottom-width: 1"> Alain J.P. Belda by Joseph B. Wollard, Attorney-in-Fact
04/02/2009**_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) Deferred shares awarded under the Issuer's Compensation Plan for Non-Employee Directors.
- (2) Represents deferred shares of common stock held by the Issuer for the benefit of the Reporting Person pursuant to the Issuer's Compensation Plan for Non-Employee Directors.
- (3) Reinvestment of cash, including dividends and interest, under the Issuer's Compensation Plan for Non-Employee Directors.
- (4) In addition, the Reporting Person directly beneficially owns 17,976.4038 deferred units pursuant to the Citicorp Directors' Deferred Compensation Plan through which the Reporting Person has the right to acquire 5,325.9 shares of common stock.
- (5) Reflects 1,548.3 shares of deferred common stock which vested on 1/20/2009 and were transferred to the Reporting Person's account in the Issuer's Compensation Plan for Non-Employee Directors in accordance with the terms of the Plan.

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.