

Black Archie C.
Form 4
February 15, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Black Archie C.

2. Issuer Name and Ticker or Trading Symbol
SPS COMMERCE INC [SPSC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
333 SOUTH SEVENTH STREET, SUITE 1000
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

MINNEAPOLIS, MN 55402

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)
			Code	V	Amount	(D)	Price
Common Stock	02/13/2013		M		5,744	A	\$ 0.3745
							30,393
Common Stock	02/13/2013		S		5,744	D	\$ 37.0877
							<u>(1)</u>
Common Stock	02/14/2013		M		72	A	\$ 0.3745
							24,721
Common Stock	02/14/2013		M		2,651	A	\$ 0.3745
							27,372
Common Stock	02/14/2013		M		6,331	A	\$ 0.3745
							33,703

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Common Stock	02/14/2013	S	9,054	D	\$ <u>(2)</u> 37.7093	24,649	D	
Common Stock	02/15/2013	M	10,614	A	\$ 0.3745	35,263	D	
Common Stock	02/15/2013	S	10,614	D	\$ <u>(3)</u> 37.6948	24,649	D	
Common Stock						200	I	By son - I
Common Stock						200	I	By son - II
Common Stock						200	I	By son - III
Common Stock						200	I	By son - IV

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. Transaction Code (Instr. 8)	5. Number of 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 0.3745	02/13/2013		M	5,744	<u>(4)</u> 06/30/2014	Common Stock	5,744	
Employee Stock Option (right to buy)	\$ 0.3745	02/14/2013		M	72	<u>(4)</u> 06/30/2014	Common Stock	72	

Employee Stock Option (right to buy)	\$ 0.3745	02/14/2013	M	2,651	<u>(4)</u>	12/31/2014	Common Stock	2,651
Employee Stock Option (right to buy)	\$ 0.3745	02/14/2013	M	6,331	<u>(4)</u>	03/31/2016	Common Stock	6,331
Employee Stock Option (right to buy)	\$ 0.3745	02/15/2013	M	10,614	<u>(4)</u>	03/31/2016	Common Stock	10,614

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Black Archie C. 333 SOUTH SEVENTH STREET SUITE 1000 MINNEAPOLIS, MN 55402	X		President & CEO	

Signatures

/s/ James R. DeBuse,
attorney-in-fact

02/15/2013

__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) Reflects the weighted average price of \$37.0877 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on February 13, 2013 with sales prices ranging from \$36.70 to \$37.64 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
- (2) Reflects the weighted average price of \$37.7093 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on February 14, 2013 with sales prices ranging from \$37.12 to \$37.93 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
- (3) Reflects the weighted average price of \$37.6948 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on February 15, 2013 with sales prices ranging from \$37.10 to \$37.98 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
- (4) Fully vested.
- (5) The Form 4 filed on December 14, 2012 erroneously reported the exercise of securities from this grant thereby incorrectly reporting the number of derivative securities remaining under this employee stock option. The Amended Form 4 to correct the error was filed on

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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