SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*] **Ryu Marcus** (Last) (First) (Middle) **GUIDEWIRE SOFTWARE, INC.** **1001 E. HILLSDALE BLVD.** (Street) **FOSTER CITY CA 94404** (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol **Guidewire Software, Inc.** [GWRE] 3. Date of Earliest Transaction (Month/Day/Year) 09/05/2012 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner X Officer (give title below) Other (specify below) **Chief Executive Officer** 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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	(A) or (D)	Price			
Common Stock	09/05/2012		M		39,218	A	$0	1,105,281	D	
Common Stock	09/05/2012		F[(1)]		18,305	D	$29.35	1,086,976	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	$0	09/05/2012		M			39,218	[(2)]	03/08/2021	Common Stock	39,218	$0	86,282	D	

Explanation of Responses:

1. Shares withheld by Issuer to cover taxes associated with settlement of Restricted Stock Units.

2. The vesting of these Restricted Stock Units is subject to the satisfaction of performance-based conditions, a liquidity event-based condition, and time-based vesting. The performance-based conditions were deemed by the Issuer's Board of Directors to have been satisfied as of September 5, 2012, the liquidity event-based condition was satisfied on July 22, 2012, and the time-based vesting occurs quarterly over four years from March 15, 2011, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

Richard Kline, Attorney in Fact for Marcus Ryu	09/07/2012
** Signature of Reporting Person	Date