

PUTTEN LEROY VANDER  
Form 4/A  
February 25, 2009

**FORM 4**

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

OMB APPROVAL

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**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 \*  
PUTTEN LEROY VANDER

2. Issuer Name and Ticker or Trading Symbol  
ULTIMATE SOFTWARE GROUP INC [ULTI]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
2000 ULTIMATE WAY  
(Street)  
WESTON, FL 33326  
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
10/31/2008  
4. If Amendment, Date Original Filed(Month/Day/Year)  
11/03/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
				Code	V	Amount			
Common Stock, \$0.01 par value	10/31/2008	10/31/2008	M		3,275	A	\$ 1.05	46,364	D
Common Stock, \$0.01 par value	10/31/2008	10/31/2008	M		2,177	A	\$ 1.58	46,364	D
Common Stock, \$0.01 par value	10/31/2008	10/31/2008	M		2,893	A	\$ 1.19	46,364	D

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Common Stock, \$0.01 par value	10/31/2008	10/31/2008	M	1,329	A	\$ 2.58	46,364	D
Common Stock, \$0.01 par value	10/31/2008	10/31/2008	M	2,247	A	\$ 2.67	46,364	D
Common Stock, \$0.01 par value	10/31/2008	10/31/2008	M	848	A	\$ 4.05	46,364	D
Common Stock, \$0.01 par value	10/31/2008	10/31/2008	M	1,083	A	\$ 3.17	46,364	D
Common Stock, \$0.01 par value	10/31/2008	10/31/2008	M	1,235	A	\$ 3.87	46,364	D

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

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(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)	8. Amount or Number of Shares
Director Stock Option	\$ 1.05	10/31/2008	10/31/2008	M	3,275	01/02/2003 01/02/2013	Common Stock	3,275
Director Stock	\$ 1.58	10/31/2008	10/31/2008	M	2,177	07/02/2003 07/02/2013	Common Stock	2,177

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Option										
Director Stock Option	\$ 1.19	10/31/2008	10/31/2008	M	2,893	04/02/2003	04/02/2013	Common Stock	2,893	
Director Stock Option	\$ 2.58	10/31/2008	10/31/2008	M	1,329	10/01/2003	10/01/2013	Common Stock	1,329	
Director Stock Option	\$ 2.67	10/31/2008	10/31/2008	M	2,247	01/02/2004	01/02/2014	Common Stock	2,247	
Director Stock Option	\$ 4.05	10/31/2008	10/31/2008	M	848	04/01/2004	04/01/2014	Common Stock	848	
Director Stock Option	\$ 3.17	10/31/2008	10/31/2008	M	1,083	07/01/2004	07/01/2014	Common Stock	1,083	
Director Stock Option	\$ 3.87	10/31/2008	10/31/2008	M	1,235	10/01/2004	10/01/2014	Common Stock	1,235	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PUTTEN LEROY VANDER 2000 ULTIMATE WAY WESTON, FL 33326	X			

## Signatures

Felicia Alvaro by Power of Attorney for LeRoy A. Vander  
Putten

02/25/2009

\*\*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).

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.