#### YANOVER ROBERT

Form 4

August 09, 2010

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005 Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or 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.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Ac YANOVER	Symbol ULTIM	2. Issuer Name <b>and</b> Ticker or Trading Symbol ULTIMATE SOFTWARE GROUP INC [ULTI]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)					
(Last) 2000 ULTIM		Middle) 3. Date of (Month/E) 08/06/2	•	ansaction			_X_ Director 10% Owner Officer (give title Other (specify below)				
WESTON F	(Street)	4. If Ame	ndment, Da	_			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
WESTON, F	L 33326						Person				
(City)	(State)	(Zip) <b>Tabl</b>	e I - Non-D	erivative S	Securi	ties Ac	Acquired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	d (A) of d of (I 4 and (A) or	)) . 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)			
Restricted Stock Award	08/06/2010	08/06/2010	A	2,000	A	\$0	12,548	D (1)			
Common Stock, \$0.01 par value							3,814	I	By GRAT		
Common Stock, \$0.01 par value							44,743	I	Held by Yanover Family Trust (3)		
							6,700	I	By Spouse		

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Common Stock, \$0.01 par value			
Common Stock, \$0.01 par value	66,139	I	By GRAT
Common Stock, \$0.01 par value	88,000	I	BY GRAT

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	Under	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
YANOVER ROBERT 2000 ULTIMATE WAY WESTON, FL 33326	X							

## **Signatures**

Felicia Alvaro by Power of Attorney for Robert A.
Yanover

08/09/2010

\*\*Signature of Reporting Person Date

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## **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) These shares include 18,861 shares previously held in an indirect beneficially owned Grantor Retained Annuity Trust dated January 2009.
- (2) These shares were previously reported as directly beneficially owned but were contributed to a Grantor Retained Annuity Trust on May 30, 2008. The exercised shares are held in an indirect beneficially owned Grantor Retained Annuity Trust dated May 2008.
  - Shares held by Yanover Family Limited Partnership ("YFLP"). The reporting person is an officer of the general partner of YFLP. The
- (3) reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or any other purpose.
- (4) These shares are held in an indirect beneficially owned Grantor Retained Annuity Trust dated January 2009.
- (5) These shares were previously reported as directly beneficially owned but were contributed to a Grantor Retained Annuity Trust on June 30, 2010.

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.