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SCHERR MA Form 4 November 07	, 2011							OMB A	PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE Washington, D.C. 20549						GE C	COMMISSION		3235-0287		
if no longe subject to Section 16 Form 4 or Form 5 obligation may contin	Filed purson Filed purson Section 17(a)	STATEMENT OF CHANGES IN BENEFICIAL OWNE SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange A Section 17(a) of the Public Utility Holding Company Act of 19 30(h) of the Investment Company Act of 1940						Expires: January 31 2009 Estimated average burden hours per response 0.9			
See Instruct 1(b).		Jo(ii) of the in	vestment	company	Tier	01 194					
(Print or Type Ro 1. Name and Ac SCHERR M	Idress of Reporting Po		Name and	Ticker or T	rading		5. Relationship of Issuer	Reporting Per	son(s) to		
SCHERK MA	ULTIM	Symbol ULTIMATE SOFTWARE GROUP INC [ULTI]					(Check all applicable)				
(Last) 2000 ULTIM	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 11/06/2011				X Director 10% Owner X Officer (give title Other (specify below) below) Vice-Chairman & COO					
		f Amendment, Date Original ed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
WESTON, F	L 33326						Form filed by N Person				
(City)	1 61501										
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	on Date, if Transaction(A) or Disposed of Code (D)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Restricted			Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Stock Award	11/06/2011	11/06/2011	А	35,000	А	\$0	88,750	D			
Common Stock, \$0.01 par value							7,022	I	As trustee for the trust f/b/o Derek J. Scherr		
Common Stock, \$0.01 par value							11,022	Ι	As trustee for the trust f/b/o Alison J.		

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									Sch	err	
Common Stock, \$0.01 par value				11,022 I			I	As trustee for the trust f/b/o Jodi D. Scherr			
Reminder: R	Report on a sepa	arate line for each cla	ss of securities benef	Persor inform require	ns who re ation con ed to resp /s a curre	or indirectly. spond to the tained in thi ond unless ntly valid O	s form are the form	not	SEC 14 (9-0		
			ative Securities Acq puts, calls, warrants				Owned				
1. Title of 2. Derivative Conversion Security or Exercise (Instr. 3) Price of Derivative Security		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Repor	rting O	wners									
Reporting	Owner Name	/ Address	Re	elationships	5						
		Directo	r 10% Owner C	Officer		Othe	er				
SCHERR MARC D 2000 ULTIMATE WAY X WESTON, FL 33326			Vice-Chai	rman & (COO						
Signa	tures										
Felicia A Scherr	lvaro by Pov	wer of Attorney f	or Marc D.	11	/07/2011						
**Signature of Reporting Person				Date							
Expla	nation	of Respo	nses:								

* 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.

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