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ULTIMATE SOFTWARE GROUP INC

Form 4

February 14, 2014

FORM 4

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

OMB Number:

3235-0287

0.5

if no longer subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Symbol

Expires: January 31, 2005

OMB APPROVAL

Estimated average burden hours per

burden hours per response...

5. Relationship of Reporting Person(s) to

Issuer

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

YANOVER ROBERT

1. Name and Address of Reporting Person *

				ULTIMA INC [UL		TWARE	GROUP	(Check all applicable)					
(Last) (First) (Middle) 2000 ULTIMATE WAY				(Month/Da	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2014				_X_ Director 10% Owner Officer (give title below) Other (specify below)				
(Street)					4. If Amendment, Date Original Filed(Month/Day/Year)				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	EL 33326						Person					
	(City)	(State)	(Zip)	Table	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
	1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Execu	tion Date, if th/Day/Year)	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	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)			
	\$0.01 par value							47,857	I	By GRAT			
	Common Stock, \$0.01 par value							3,360	I	By Spouse			
	Common Stock, \$0.01 par value							200	I	As trustee for trust for the trust f/b/o			

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									grandchild (1)
Common Stock, \$0.01 par value							200	Ĭ	As trustee for trust for the trust f/b/o grandchild (1)
Common Stock, \$0.01 par value							200	Ĭ	As trustee for trust for the trust f/b/o grandchild (1)
Common Stock, \$0.01 par value							200	I	As trustee for trust for the trust f/b/o grandchild
Restricted Stock Award	02/13/2014	02/13/2014	A	525	A	\$0	37,303	D	

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.		5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

YANOVER ROBERT 2000 ULTIMATE WAY X WESTON, FL 33326

Signatures

Felicia Alvaro by Power of Attorney for Robert A.
Yanover

02/14/2014

**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).

Mr. Yanover is the trustee for the trust for the benefit of his grandchild that does not share the reporting person's household. The 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.

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.

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