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ULTIMATE Form 4 April 01, 201	SOFTWARE GF	ROUP IN	C									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									N.T.	OMB APPROVAL		
Check thi	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549										
if no long subject to Section 1 Form 4 or Form 5	6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Expires: January 31, 2005 Estimated average burden hours per response 0.5		
Form 5 obligations may continue. See Instruction 1(b). 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 F	Responses)											
1. Name and Address of Reporting Person <u>*</u> YANOVER ROBERT			2. Issuer Name and Ticker or Trading Symbol ULTIMATE SOFTWARE GROUP INC [ULTI]					5. Relationship of Reporting Person(s) to Issuer				
								(Check all applicable)				
			3. Date of Earliest Transaction (Month/Day/Year)					_X_Director10% Owner Officer (give titleOther (specify below)below)				
2000 01111	04/01/2014 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						
WESTON, I	FL 33326							Form filed by Person				
(City)	(State)	(Zip)	Tabl	e I - Non-E) erivative	Secui	ities Ac	quired, Disposed	of, or Benefic	ally Owned		
1.Title of Security (Instr. 3)		Transaction Date 2A. Deemed onth/Day/Year) Execution Date, any (Month/Day/Yea			Date, if Transaction(A) or Disposed of Code (D) y/Year) (Instr. 8) (Instr. 3, 4 and 5) (A)				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
~				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock, \$0.01 par value	04/01/2014	04/01/2	014	М	848	A	\$ 4.05	38,151	D			
Common Stock, \$0.01 par value								47,857	Ι	By GRAT		
Common Stock, \$0.01 par value								3,360	I	By Spouse		

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Common Stock, \$0.01 par value						200	Ι	As truste for trust the trust f/b/o grandchi	for	
Common Stock, \$0.01 par value						200	Ι	As truste for trust the trust f/b/o grandchi	for	
Common Stock, \$0.01 par value						200	Ι	As truste for trust the trust f/b/o grandchi	for	
Common Stock, \$0.01 par value						200	Ι	As truste for trust the trust f/b/o grandchi	for	
Reminder: F	Report on a sep	parate line for each cla	ass of securities benef	Persor inform	ns who responses	pond to the co ained in this f	orm are not	SEC 1474 (9-02)		
					ys a curren	nd unless the tly valid OMB				
			ative Securities Acq puts, calls, warrants	display numbe	ys a curren er. posed of, or 1	tly valid OMB Beneficially Ow	control			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		puts, calls, warrants	display numbe	ys a curren er. cosed of, or l convertible s 5. Number	tly valid OMB Beneficially Ow	sable and	7. Title and A Underlying S (Instr. 3 and	Securities	8. P Der Sec (Ins
Derivative Security	Conversion or Exercise Price of Derivative	(<i>e.g.</i> ,) 3. Transaction Date	puts, calls, warrants 3A. Deemed Execution Date, if any	display numbe uired, Disp , options, c 4. Transactio Code	ys a curren er. bosed of, or l convertible set 5. Number or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	tly valid OMB Beneficially Ow ecurities) 6. Date Exerci Expiration Dat	sable and	Underlying S	Securities	Der Sec

Option

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
YANOVER ROBERT 2000 ULTIMATE WAY WESTON, FL 33326	Х							
Signatures								
	c	D 1						

Felicia Alvaro by Power of Attorney for Robert A. 04/01/2014 Yanover **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 (1) 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.