

ULTIMATE SOFTWARE GROUP INC  
 Form 4  
 November 05, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/03/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)

WESTON, FL 33326  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, \$0.01 par value	11/03/2014	11/03/2014	S	3,650	D	\$ 149.7 (1)	44,561 D
Common Stock, \$0.01 par value	11/03/2014	11/03/2014	S	3,350	D	\$ 151.16 (2)	41,211 D
Common Stock, \$0.01 par value	11/03/2014	11/03/2014	S	3,000	D	\$ 151.51 (3)	38,211 D

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Common Stock, \$0.01 par value	11/04/2014	11/04/2014	S	1,100	D	\$ 149.6 (4)	37,111	D
Common Stock, \$0.01 par value	11/04/2014	11/04/2014	S	2,912	D	\$ 150.22 (5)	34,199	D
Common Stock, \$0.01 par value	11/04/2014	11/04/2014	S	188	D	\$ 150.83 (6)	34,011	D
Common Stock, \$0.01 par value	11/05/2014	11/05/2014	S	4,100	D	\$ 150.23 (7)	29,911	D
Common Stock, \$0.01 par value	11/05/2014	11/05/2014	S	1,700	D	\$ 150.94 (8)	28,211	D

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

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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. 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## 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

11/05/2014

\_\_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).
- (1) The sales price represents the weighted average sales price ranging in price from \$149.30 to \$150.27. The number of shares sold at each separate price will be made available to the SEC Staff, the issuer, or a security holder of the issuer upon request.
  - (2) The sales price represents the weighted average sales price ranging in price from \$150.42 to \$151.41. The number of shares sold at each separate price will be made available to the SEC Staff, the issuer, or a security holder of the issuer upon request.
  - (3) The sales price represents the weighted average sales price ranging in price from \$151.43 to \$151.59. The number of shares sold at each separate price will be made available to the SEC Staff, the issuer, or a security holder of the issuer upon request.
  - (4) The sales price represents the weighted average sales price ranging in price from \$148.76 to \$149.56. The number of shares sold at each separate price will be made available to the SEC Staff, the issuer, or a security holder of the issuer upon request.
  - (5) The sales price represents the weighted average sales price ranging in price from \$149.77 to \$150.54. The number of shares sold at each separate price will be made available to the SEC Staff, the issuer, or a security holder of the issuer upon request.
  - (6) The sales price represents the weighted average sales price ranging in price from \$150.81 to \$150.85. The number of shares sold at each separate price will be made available to the SEC Staff, the issuer, or a security holder of the issuer upon request.
  - (7) The sales price represents the weighted average sales price ranging in price from \$149.73 to \$150.71. The number of shares sold at each separate price will be made available to the SEC Staff, the issuer, or a security holder of the issuer upon request.
  - (8) The sales price represents the weighted average sales price ranging in price from \$150.75 to \$151.43. The number of shares sold at each separate price will be made available to the SEC Staff, the issuer, or a security holder of the issuer upon request.

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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