

TrueBlue, Inc.
Form 4
August 12, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COOPER STEVEN C

(Last) (First) (Middle)

1015 A STREET, P.O. BOX 2910

(Street)

TACOMA, WA 98402

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TrueBlue, Inc. [TBI]

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

08/08/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President and CEO

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)
Common Stock	08/08/2013		M	V Amount (A) or (D) 77,018 A	\$ 14.85 209,126	D	
Common Stock	08/08/2013		S	77,018 D	\$ 27.05 132,108 (1)	D	
Common Stock	08/09/2013		M	2,199 A	\$ 14.85 134,307	D	
Common Stock	08/09/2013		M	11,014 A	\$ 9.08 145,321	D	
Common Stock	08/09/2013		S	13,213 D (2)	\$ 27.06 132,108	D	

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(3)

Common
Stock

6,171

I

TrueBlue,
Inc. 401(k)
Plan

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (Right to Buy)	\$ 14.85	08/08/2013		M		77,018		02/01/2011 ⁽⁴⁾	02/01/2015	Common Stock	77,018
Options (Right to Buy)	\$ 14.85	08/09/2013		M		2,199		02/01/2011 ⁽⁴⁾	02/01/2015	Common Stock	2,199
Options (Right to Buy)	\$ 9.08	08/09/2013		M		11,014		02/06/2012 ⁽⁴⁾	02/06/2016	Common Stock	11,014

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOPER STEVEN C 1015 A STREET P.O. BOX 2910 TACOMA, WA 98402	X		President and CEO	

Signatures

Todd N. Gilman,
Attorney-in-fact

08/12/2013

__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) This transaction was executed in multiple trades at prices ranging from \$27.00 to \$27.24. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer the detailed information regarding the number of shares sold at each separate price.

(2) This amount consists of the sale of shares acquired through options exercisable on 02/01/2011 and 02/06/2012 and exercised on 08/09/2013.

(3) This transaction was executed in multiple trades at prices ranging from \$27.00 to 27.17. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer the detailed information regarding the number of shares sold at each separate price.

(4) Options sold pursuant to this grant fully vested 3 years after grant date.

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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