

INSPERITY, INC.
Form 4
June 10, 2013

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 *
SARVADI PAUL J

(Last) (First) (Middle)
19001 CRESCENT SPRINGS DRIVE
(Street)

KINGWOOD, TX 77339

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INSPERITY, INC. [NSP]

3. Date of Earliest Transaction (Month/Day/Year)
06/07/2013

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)
Chairman of the Board & 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	06/07/2013		M ⁽¹⁾		4,494 A \$ 17.17	248,628	D
Common Stock	06/07/2013		S ⁽¹⁾		4,494 D \$ 30.0651	244,134	D
Common Stock	06/07/2013		S ⁽¹⁾		2,628 D \$ 30.0651	1,006,919	I

By self, as General Partner of Our Ship Limited Partnership, Ltd.

Common Stock	06/07/2013	\$ <u>(1)</u>	1,357	D	\$ 30.0651 <u>(2)</u> <u>(3)</u>	497,535	I	By self, as General Partner of the Sarvadi Childrens Limited Partnership
Common Stock						19,644	I	Six Education Trusts established for the benefit of the Sarvadi children

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 (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. Amount or Number of Shares
Employee Stock Option	\$ 17.17	06/07/2013		M	4,494	<u>(4)</u> 04/01/2014	Common Stock	4,494

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SARVADI PAUL J 19001 CRESCENT SPRINGS DRIVE	X		Chairman of the Board & CEO	

KINGWOOD, TX 77339

Signatures

Daniel D. Herink, by power of
attorney

06/10/2013

__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) The option exercises and sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 22, 2013.
- (2) Weighted average price. Actual prices ranged from \$30.00 to \$30.22.
- (3) Full information regarding the number of shares sold at each separate price will be provided upon request to the SEC's staff, Insuperity, Inc. or its stockholders.

- The options were scheduled to become exercisable in three equal annual installments beginning April 1, 2005. However, on February 1, 2005, the Insuperity Board of Directors accelerated the vesting of all unvested outstanding options with an exercise price greater than the January 31, 2005 closing market price of \$14.59 per share.
- (4) 2005, the Insuperity Board of Directors accelerated the vesting of all unvested outstanding options with an exercise price greater than the January 31, 2005 closing market price of \$14.59 per share.

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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