

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**

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### REPORTING OWNER

#### **WILBER RICK**

CIK: **1249673**

Type: **4** | Act: **34** | File No.: **000-24347** | Film No.: **06512567**

Business Address  
*ULTIMATE SOFTWARE  
GROUP INC  
2000 ULTIMATE WAY  
WESTON FL 33326*

### ISSUER

#### **ULTIMATE SOFTWARE GROUP INC**

CIK: **1016125** | IRS No.: **650694077** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **7372** Prepackaged software

Mailing Address  
*ULTIMATE SOFTWARE  
GROUP INC  
2000 ULTIMATE WAY  
WESTON FL 33326*

Business Address  
*ULTIMATE SOFTWARE  
GROUP INC  
2000 ULTIMATE WAY  
WESTON FL 33326  
9542661000*

# FORM 4

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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>WILBER RICK</b>			2. Issuer Name and Ticker or Trading Symbol <b>ULTIMATE SOFTWARE GROUP INC</b> [ULTI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
2000 ULTIMATE WAY			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) WESTON, FL 33326								
(City)	(State)	(Zip)						

**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)
			Code	V	Amount	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Director Stock Option	\$5.856	01/03/2006	01/03/2006	A		550		01/03/2011 (L)	04/03/2011	Common Stock	550	\$5.856	550	D	

**Explanation of Responses:**

- All director stock options are fully vested as of the related grant date. Director stock options are exercisable on the earlier of (a) the fifth anniversary of the grant date, (b) the date the director ceases to be a member of the Company's Board of Directors, and (c) the effective date of a Change in Control (as defined in the "2005 Equity and Incentive Plan" filed as Appendix A to the proxy statement filed with the Securities and Exchange Commission on April 13, 2005).

**Signatures**

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**