

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2012-04-30** | Period of Report: **2012-04-26**  
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(HTML Version on [secdatabase.com](http://secdatabase.com))

### REPORTING OWNER

#### **PUTTEN LEROY VANDER**

CIK: **1249672**

Type: **4** | Act: **34** | File No.: **000-24347** | Film No.: **12794096**

### 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

OMB Number: 3235-0287  
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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>PUTTEN LEROY VANDER</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) 04/26/2012			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			
Common Stock, \$0.01 par value	04/26/2012	04/26/2012	S		1,000	D	\$75.017 <sup>(1)</sup>	69,885	D	
Common Stock, par value \$0.01	04/28/2012	04/28/2012	M		384	A	\$ 0	69,885	D	

**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		Date Exercisable	Expiration Date					
Restricted Stock Award	\$ 0	04/28/2012	04/28/2012	M		384	(2)	(2)	Common Stock	\$ 0	0	D	

#### Explanation of Responses:

1. The sales price represents the weighted average sales price ranging in price from \$75.00 to \$75.04. 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. These shares were acquired upon the vesting of the Restricted Stock Award reported in Table II.

### Signatures

Felicia Alvaro by Power of Attorney for LeRoy A. Vander Putten

\*\* Signature of Reporting Person

04/30/2012

Date

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.**