

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2013-01-07**
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REPORTING OWNER

Limongelli Victor

CIK: **1383360**

Type: **4** | Act: **34** | File No.: **001-33197** | Film No.: **13520669**

Mailing Address
C/O GUIDANCE SOFTWARE,
INC.
215 NORTH MARENGO AVE.,
2ND FLOOR
PASADENA CA 91101

ISSUER

Guidance Software, Inc.

CIK: **1375557** | IRS No.: **954661210** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7372** Prepackaged software

Mailing Address
215 NORTH MARENGO
AVENUE
PASADENA CA 91101

Business Address
215 NORTH MARENGO
AVENUE
PASADENA CA 91101
6262299191

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 Limongelli Victor | | | 2. Issuer Name and Ticker or Trading Symbol Guidance Software, Inc. [GUID] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President, CEO and Director | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/07/2013 | | | | | |
| C/O GUIDANCE SOFTWARE, INC., 215 NORTH MARENGO AVE. | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 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 | | |
| (Street) PASADENA, CA 91101 | | | | | | | | |
| (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) | | | |
| Common Stock ⁽¹⁾ | 01/07/2013 | | <u>M</u> | | 15,000 | A | \$4.54 | 320,343 | D |
| Common Stock ⁽²⁾ | 01/07/2013 | | <u>S</u> | | 15,000 | D | \$12.831 ⁽²⁾ ⁽³⁾ | 305,343 | 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 | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Employee Stock Option (right to buy) | \$4.54 | 01/07/2013 ⁽¹⁾ | | <u>M</u> | | 15,000 | | ⁽⁴⁾ | 04/20/2015 | Common Stock | 15,000 | \$ 0 | 204,154 | D |

Explanation of Responses:

- Pursuant to a Section 10b5-1 Plan established by Mr. Limongelli on February 15, 2012, vested employee stock options representing a total of 15,000 shares of Common Stock were exercised and sold, at an average price of \$12.831 per share.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.630 to \$12.921 per share, inclusive.
3. The reporting person undertakes to provide Guidance Software, Inc., any security holder of Guidance Software, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges indicated in the footnotes to this Form 4.
4. The exercised options are part of an award granted to Mr. Limongelli on April 20, 2005, which fully vested over a four-year period after the grant date.

Signatures

/s/ Mark E. Harrington, Attorney in Fact

** Signature of Reporting Person

01/08/2013

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.