

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-05-08** | Period of Report: **2006-05-04**
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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*

REPORTING OWNER

PUTTEN LEROY VANDER

CIK: **1249672**
Type: **4** | Act: **34** | File No.: **000-24347** | Film No.: **06817643**

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

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 PUTTEN LEROY VANDER			2. Issuer Name and Ticker or Trading Symbol ULTIMATE SOFTWARE GROUP INC [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) 05/04/2006			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			
Common Stock, \$0.01 par value	05/04/2006	05/04/2006	M		246	A	\$2.75	23,352	D	
Common Stock, \$0.01 par value	05/04/2006	05/04/2006	M		922	A	\$2.33	23,352	D	
Common Stock, \$0.01 par value	05/04/2006	05/04/2006	M		1,099	A	\$1.95	23,352	D	
Common Stock, \$0.01 par value	05/04/2006	05/04/2006	M		1,020	A	\$2.1	23,352	D	
Common Stock, \$0.01 par value	05/04/2006	05/04/2006	M		1,270	A	\$1.69	23,352	D	
Common Stock, \$0.01 par value	05/04/2006	05/04/2006	M		1,003	A	\$2.14	23,352	D	
Common Stock, \$0.01 par value	05/04/2006	05/04/2006	S		446	D	\$25.72	23,352	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					

Director Stock Option	\$2.75	05/04/2006	05/04/2006	<u>M</u>		246	07/01/1998	07/01/2008	Common Stock	246	\$2.75	0	D	
Director Stock Option	\$2.33	05/04/2006	05/04/2006	<u>M</u>		922	10/02/1998	10/02/2008	Common Stock	922	\$2.33	0	D	
Director Stock Option	\$1.95	05/04/2006	05/04/2006	<u>M</u>		1,099	01/05/1999	01/05/2009	Common Stock	1,099	\$1.95	0	D	
Director Stock Option	\$2.1	05/04/2006	05/04/2006	<u>M</u>		1,020	04/01/1999	04/01/2009	Common Stock	1,020	\$2.1	0	D	
Director Stock Option	\$1.69	05/04/2006	05/04/2006	<u>M</u>		1,270	07/01/1999	07/01/2009	Common Stock	1,270	\$1.69	0	D	
Director Stock Option	\$2.14	05/04/2006	05/04/2006	<u>M</u>		1,003	10/01/1999	10/01/2009	Common Stock	1,003	\$2.14	0	D	

Signatures

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

05/08/2006

** Signature of Reporting Person

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.