## Edgar Filing: SHUTTERFLY INC - Form 4

Form 4	LY INC										
November 21	1, 2014										
FORM	<b>FORM 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB	3235-0287		
Check thi if no long subject to Section 10 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	er <b>STAT</b> 6. Filed j <sup>15</sup> Section 1	Washington, D.C. 20549 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							Number: January 31, Expires: January 31, 2005 Estimated average burden hours per response 0.5		
(Print or Type R	Responses)										
HOUSENBOLD JEFFREY T Symbol			Symbol	uer Name <b>and</b> Ticker or Trading I TERFLY INC [SFLY]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Month/E 2800 BRIDGE PARKWAY (Street) 4. If Ame				te of Earliest Transaction th/Day/Year) 0/2014				X Director 10% Owner X Officer (give title 0ther (specify below) below) President & CEO			
			onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
REDWOOD	OCITY, CA 94	4065							Aore than One Re		
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative Se	curiti	es Acqu	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Executio any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	4. Securitie on(A) or Disp (Instr. 3, 4 Amount	osed c	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	11/20/2014			А	162,000 (1)	A	\$0	411,042 (2)	D		

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

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 control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

\*\*Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
Toporting O when I when a rule of	Director	10% Owner	Officer	Other			
HOUSENBOLD JEFFREY T 2800 BRIDGE PARKWAY REDWOOD CITY, CA 94065	Х		President & CEO				
Signatures							
Charlotte Falla, Attorney in Fact	11.	/21/2014					

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) Represents shares of common stock underlying a restricted stock unit award that will vest in three equal annual installments beginning on November 21, 2015.
- (2) Total reflects correction of a mathematical error to the reporting person's total holdings that occurred on the Form 4 filed on April 22, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.