

Anderman Sigmund
Form 4
February 19, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Anderman Sigmund

2. Issuer Name and Ticker or Trading Symbol
ELLIE MAE INC [ELLI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O ELLIE MAE, INC., 4155
HOPYARD ROAD, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PLEASANTON, CA 94588

(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	(D)	Price
Common Stock	02/15/2013 ⁽¹⁾		M		12,500	A	\$ 1.38
Common Stock	02/15/2013 ⁽¹⁾		S		12,500	D	\$ 23.6294
Common Stock					66,296	I	
Common Stock					10,000	I	
Common Stock					436,841	I	

AFF CRT
⁽³⁾

by 401(k)
Plan

by Trust
⁽⁴⁾

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- (4) These shares are held by Sigmund Anderman, Trustee of the Sigmund and Susan Anderman Family Trust dated March 3, 2006.

Option vests in one or more installments upon the achievement of certain performance-based goals related to the per share valuation of the common stock of the Issuer. A pre-determined number of shares subject to the option will vest upon the achievement of a per share valuation of the common stock of the Issuer at certain specified levels by virtue of (i) the price paid for such common stock in a sale of

- (5) the Issuer as reasonably determined by the Board of Directors of the Issuer or (ii) the closing price of such common stock on a U.S. national exchange over a period of at least 20 consecutive trading days. Additional details regarding the aforementioned vesting parameters are provided in the Issuer's Registration Statement on Form S-1 (Commission File No. 333-166438) under "Management - Executive Compensation - Outstanding Equity Awards at 2010 Fiscal Year-End".
- (6) The reported transaction is a grant of a derivative security, in which we have left column 8 blank, and have reported the exercise or conversion price of the derivative security in column 2.

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.