SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Gafford Derrek Lane			2. Issuer Name and Ticker or Trading Symbol <u>TrueBlue, Inc.</u> [TBI]		ionship of Reporting Person(s) to Issuer all applicable)			
(Last) 1015 A STREET	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/17/2012		Director Officer (give title below) Executive VP	10% Owner Other (specify below) and CFO		
P.O. BOX 2910			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) TACOMA	WA	98402		X	Form filed by One Repo	0		
(City)	(State)	(Zip)						
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								

1. Title of Security (Instr. 3) 2. Transaction 2A Deemed 4. Securities Acquired (A) or 5 Amount of 6. Ownership 7 Nature of Disposed Of (D) (Instr. 3, 4 and 5) Execution Date, Transaction Securities Beneficially Owned Form: Direct (D) Indirect Date (Month/Day/Year) Beneficial if any Code (Instr. or Indirect (I) (Month/Day/Year) (Instr. 4) Following Reported 8) Ownership Transaction(s) (Instr. 4) (A) or (Instr. 3 and 4) Code Amount Price v (D) М Common Stock 02/17/2012 4,200 Α \$9.08 55,767 D Common Stock 02/17/2012 s 4,200 \$17.03(1) D D 51,567(2) TrueBlue, Inc. Common Stock 5,128 Ι 401(k) Plan

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puis, cans, 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. Transac Code (In 8)		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative	Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Options (Right to Buy)	\$9.08	02/17/2012		М			4,200	02/06/2012 ⁽³⁾	02/06/2016	Common Stock	4,200	\$0	19,931	D	

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from \$17.02 to \$17.04. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer the detailed information regarding the number of shares sold at each separate price.

2. The sales reported on this Form 4 were effected pursuant to a preplanned trading program designed to meet the requirements of Rule 10b5-1. This plan was adopted by Mr. Gafford on February 13, 2012.

3. Options subject to this grant fully vested on the third anniversary of the grant date.

Todd N. Gilman, Attorney-in-fact 02/22/2012

** 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.