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

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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

in that is a large of the pointing to be of the			2. Issuer Name and Ticker or Trading Symbol <u>TrueBlue, Inc.</u> [TBI]		ionship of Reporting Person(s all applicable)	,					
(Last) 1015 A STREET	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/10/2013	x	Director Officer (give title below) Executive VP and	10% Owner Other (specify below) 1 CFO					
P.O. BOX 2910			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivio	dual or Joint/Group Filing (Ch Form filed by One Reportin						
(Street) TACOMA	WA	98402			Form filed by More than Or	-					
(City)	(State)	(Zip)									
	Table I - Non-Derivative Securities Acquired Disposed of or Beneficially Owned										

ble 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	Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	05/10/2013		М		24,000	A	\$18.98	84,651	D	
Common Stock	05/10/2013		S		24,000	D	\$21.56(1)	60,651	D	
Common Stock								5,084	Ι	TrueBlue, Inc. 401(k) Plan

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned le a nuts calls warrants ontions

(e.g., puts, caus, 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)		8. Price of Derivative Security (Instr. 5)	9. Number of 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)	\$18.98	05/10/2013		М			24,000	02/02/2010 ⁽²⁾	02/01/2014	Common Stock	24,000	\$ 0	0	D	

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from \$21.50 to \$21.70. 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. Options subject to this grant fully vested on the third anniversary of the grant date.

Todd N. Gilman, Attorney-in-fact 05/14/2013

** 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.