

Nelson Kimberly K.
Form 4
March 07, 2013

FORM 4

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

OMB APPROVAL

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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 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 *
Nelson Kimberly K.

2. Issuer Name and Ticker or Trading Symbol
SPS COMMERCE INC [SPSC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CFO

333 SOUTH SEVENTH STREET, SUITE 1000

(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

MINNEAPOLIS, MN 55402

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	03/05/2013		M	A	\$ 3.0337	16,488	D
Common Stock	03/05/2013		S	D	\$ 37.9819 (1)	12,855	D
Common Stock	03/06/2013		M	A	\$ 3.0337	15,330	D
Common Stock	03/06/2013		S	D	\$ 38.0156 (2)	12,855	D
	03/07/2013		M	A	\$ 3.0337	21,437	D

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Common
Stock

Common Stock	03/07/2013		S	8,582	D	\$ 39.0068	12,855	D
						<u>(3)</u>		

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

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(9-02)

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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 3.0337	03/05/2013		M	3,633	<u>(4)</u> 11/27/2017	Common Stock	3,633
Employee Stock Option (Right to Buy)	\$ 3.0337	03/06/2013		M	2,475	<u>(4)</u> 11/27/2017	Common Stock	2,475
Employee Stock Option (Right to Buy)	\$ 3.0337	03/07/2013		M	8,582	<u>(4)</u> 11/27/2017	Common Stock	8,582

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Nelson Kimberly K.
333 SOUTH SEVENTH STREET
SUITE 1000
MINNEAPOLIS, MN 55402

EVP & CFO

Signatures

/s/ James R. DeBuse,
attorney-in-fact

03/07/2013

__Signature of Reporting Person

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) Reflects the weighted average price of 3,633 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on March 5, 2013 with sales prices ranging from \$37.97 to \$38.05 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
 - (2) Reflects the weighted average price of 2,475 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on March 6, 2013 with sales prices ranging from \$37.97 to \$38.27 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
 - (3) Reflects the weighted average price of 8,582 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on March 7, 2013 with sales prices ranging from \$38.97 to \$39.09 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
 - (4) Fully vested.

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.