Workday, Inc. Form 4 December 10, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STILL GEORGE J JR	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	Workday, Inc. [WDAY]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
	(Month/Day/Year)	X Director 10% Owner			
C/O WORKDAY, INC., 6230	12/06/2013	Officer (give titleOther (specify below)  6. Individual or Joint/Group Filing(Check			
STONERIDGE MALL ROAD					
(Street)	4. If Amendment, Date Original				
	Filed(Month/Day/Year)	Applicable Line)			
		_X_ Form filed by One Reporting Person			
PLEASANTON, CA 94588		Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secu	ırities Acqui	red, Disposed of	, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired (A) iomr Disposed of (D) (Instr. 3, 4 and 5)  (A) or		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)	
Class A Common Stock	12/06/2013		С	20,000	A	\$ 0	64,000	I	By Still Family Partners, a California Limited Partnership formed 3/26/1996
Class A Common Stock	12/06/2013		S(3)	13,796	D	\$ 81.3178 (4)	50,204	I	By Still Family Partners, a

Class A Common Stock	12/06/201	3	S <u>(3)</u> 6	5,204 Г	\$ D 8 <u>(5</u>	1.7763	44,000	I	Californ Limited Partners formed 3/26/19 (2) By Still Family Partners Californ Limited Partners formed 3/26/19 (2)	l ship 96 s, a nia l ship	
Class A Common Stock							4,402 (6)	D			
Class A Common Stock							250,000	I	By the Family Trust, I 3/12/19	OTD	
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.  SEC 1474  (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. Transacti Code (Instr. 8)	orDeriv Secu Acqu or D: (D)	urities uired (A) isposed of rr. 3, 4,	6. Date Exer Expiration D (Month/Day,	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. I De Sec (In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	(8) (9)	12/06/2013		С		20,000	(8)(9)	(8)(9)	Class A Common Stock	20,000	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STILL GEORGE J JR C/O WORKDAY, INC. 6230 STONERIDGE MALL ROAD PLEASANTON, CA 94588

X

#### **Signatures**

/s/ James P. Shaughnessy, attorney-in-fact

12/10/2013

\*\*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) Represents the number of shares that were acquired by the holder upon conversion of the shares of Class B Common Stock into Class A Common Stock at the Reporting Person's election, pursuant to the Issuer's Restated Certificate of Incorporation.
  - Shares held by Still Family Partners Formed 3/26/1996 ("Still Family Partners"). Mr. Still is general partner of Still Family Partners, and may be deemed to have voting and dispositive power with regard to the shares held directly by Still Family Partners. Mr. Still disclaims
- (2) beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report will not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 7, 2013
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.4800 to \$81.4799, inclusive. The Reporting Person undertakes to Workday, Inc., any security holder of Workday, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range(s) set forth in this footnote of this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$81.4800 to \$82.4799, inclusive. The Reporting Person undertakes to Workday, Inc., any security holder of Workday, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range(s) set forth in this footnote of this Form 4.
- Includes 4,402 Restricted Stock Units (RSUs) granted under the Issuer's 2012 Equity Incentive Plan. The grant will be contingent upon the Reporting Person providing service to the Issuer as a director on December 15, 2013. The grant will entitle the Reporting Person to receive one share of Class A Common Stock for each vested RSU upon settlement, which will take place within 30 days of vesting. The RSUs will vest one-hundred percent (100%) on May 22, 2014.
- Shares held by Still Family Trust, dated 3/12/1996 ("Still Family Trust"). Mr. Still is a trustee of the Still Family Trust, and may be deemed to have voting and dispositive power with regard to the shares held directly by Still Family Trust. Mr. Still disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report will not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (8) Each share of Class B Common Stock is convertible, at any time at the option of the holder, into one (1) share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one (1) share of Class A Common Stock upon any transfer, whether or not for value, except for certain permitted transfers described in, and transfers to any "permitted transferee" as

Reporting Owners 3

#### Edgar Filing: Workday, Inc. - Form 4

defined in, the Issuer's restated certificate of incorporation in effect as of the date hereof. The shares of Class B Common Stock have no expiration date.

All shares of Class A and Class B Common Stock will convert automatically into shares of a single class of Common Stock upon the earliest to occur of the following: (a) upon the election by the holders of a majority of the then outstanding shares of Class B Common Stock, (b) the date when the number of outstanding shares of Class B Common Stock represents less than 9% of all outstanding shares of Class A and Class B Common Stock, (c) October 11, 2032 or (d) nine (9) months after the death of the later to die of David A. Duffield and Aneel Bhusri. The shares of Class A and Class B Common Stock have no expiration date.

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.