Workday, Inc. Form 4 June 02, 2015

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

SECURITIES

obligations may continue. See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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(b).

1. Name and Address of Reporting Person * **DUFFIELD DAVID A**

> (First) (Middle) (Last)

C/O WORKDAY, INC., 6230 STONERIDGE MALL ROAD

(Street)

2. Issuer Name and Ticker or Trading Symbol

Workday, Inc. [WDAY] 3. Date of Earliest Transaction

(Month/Day/Year) 05/29/2015

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

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

_X__ 10% Owner _X__ Director X_ Officer (give title _ Other (specify below) below) Chairman

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

Person

PLEASANTON, CA 94588

(City)	(State)	(Zip) Tal	ble I - Non-	-Derivative	Secur	ities Acquire	ed, Disposed of, o	or Beneficially	y 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)	CransactionDisposed of (D) Code (Instr. 3, 4 and 5) Instr. 8) (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	05/29/2015		С	173,500	A	\$ 0	335,243	D (1)	
Class A Common Stock	05/29/2015		S(2)	137,930	D	\$ 78.9633 (3)	197,313	D (1)	
Class A Common Stock	05/29/2015		S(2)	35,570	D	\$ 79.6502 (4)	161,743	D (1)	
Class A Common							152,612 (5)	D	

Stock

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

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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. Transactic Code (Instr. 8)	onDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(6)</u> <u>(7)</u>	05/29/2015		C	1	173,500	(6)(7)	(6)(7)	Class A Common Stock	173,500

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DUFFIELD DAVID A							
C/O WORKDAY, INC.	X	X	Chairman				
6230 STONERIDGE MALL ROAD	Λ	Λ	Chairman				
PLEASANTON, CA 94588							

Signatures

/s/ Melanie Vinson, attorney-in-fact 06/02/2015

**Signature of Reporting Person D

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) Held by The David A. Duffield Trust dated July 14, 1988, a revocable living trust, of which the Reporting Person is trustee and sole beneficiary.
- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on January 9, 2015.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$78.5000 to \$79.4999, inclusive. The Reporting Person undertakes to Workday, Inc., any security holder of Workday, Inc., or the staff of

Reporting Owners 2

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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 \$79.5000 to \$80.4999, 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 152,612 restricted stock units (RSUs) that entitle the Reporting Person to receive one share of Class A Common Stock upon settlement, which will take place within 30 days of vesting, of which 59,628 restricted stock units will vest in eight (8) quarterly installments beginning 11/15/2015, 46,492 RSUs will vest in eight (8) quarterly installments beginning 07/15/2016, and 46,492 RSUs will vest as follows: 25% of the total number of units will vest on 04/15/2016 when the Reporting Person completes 12 months of continuous service and 6.25% of the total number of units will vest as the Reporting Person completes each 3-month period of continuous service thereafter. All grants are subject to the Reporting Person's continued employment with Workday on the applicable vesting date.
 - 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
- (6) transfer, whether or not for value, except for certain permitted transfers described in, and transfers to any "permitted transferee" as 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
- (7) 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.