Edgar Filing: Workday, Inc. - Form 4

Workday, I Form 4 December 1												
FOR												
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549										3235-0287		
Check t	agor								Expires:	January 31,		
Subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average Subject to SECURITIES Estimated average Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Estimated average Sobligations Filed pursuant to Section 16(a) of the Public Utility Holding Company Act of 1935 or Section 0. See Instruction 30(h) of the Investment Company Act of 1940 1940												
1(b). (Print or Type Responses)												
(Finit of Type	(Kesponses)											
Stankey Michael A. Symbol					nd Ticker of WDAY]	or Trad		5. Relationship of Reporting Person(s) to Issuer				
								(Check all applicable)				
				of Earliest Transaction Day/Year) 2015				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Vice Chairman				
				nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tal	ole I - Non	-Derivativ	e Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	. Transaction Date 2A. Deemed					cquired (A) (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
~				Code V	Amount		Price	(Instr. 3 and 4)				
Class A Common Stock	12/10/2015			М	47,000	А	\$ 0.65	331,884 <u>(1)</u>	D			
Class A Common Stock	12/10/2015			S <u>(2)</u>	44,900	D	\$ 83.0838 (<u>3)</u>	286,984 <u>(1)</u>	D			
Class A Common Stock	12/10/2015			S <u>(2)</u>	2,100	D	\$ 83.7431 (4)	284,884 <u>(1)</u>	D			
Class A Common	12/11/2015			М	47,000	А	\$ 0.65	331,884 <u>(1)</u>	D			

Class A Common Stock	12/11/2015	S <u>(2)</u>	9,199	D	\$ 79.1678 (5)	322,685 <u>(1)</u>	D
Class A Common Stock	12/11/2015	S <u>(2)</u>	18,301	D	\$ 80.1294 <u>(6)</u>	304,384 <u>(1)</u>	D
Class A Common Stock	12/11/2015	S <u>(2)</u>	5,500	D	\$ 81.3814 (7)	298,884 <u>(1)</u>	D
Class A Common Stock	12/11/2015	S <u>(2)</u>	13,000	D	\$ 82.4011 (8)	285,884 <u>(1)</u>	D
Class A Common Stock	12/11/2015	S <u>(2)</u>	1,000	D	\$ 82.902 (9)	284,884 <u>(1)</u>	D

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.

 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)	A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)			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
Stock Option (right to buy)	\$ 0.65	12/10/2015		М		47,000	(10)	10/29/2019	Class A Common Stock	47,000
Stock Option (right to buy)	\$ 0.65	12/11/2015		М		47,000	(10)	10/29/2019	Class A Common Stock	47,000
Stock Option (right to	\$ 2.3						(11)	02/17/2021	Class A Common Stock	675,000

buy)

Stock Option (right to buy) \$ 7.05

(12) Class A (12) 05/03/2022 Common 150,000 Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Stankey Michael A. C/O WORKDAY, INC. 6230 STONERIDGE MALL ROAD PLEASANTON, CA 94550	Х		Vice Chairman				
Signatures							

Date

/S/ Melanie Vinson, attorney-in-fact 12/14/2015

**Signature of Reporting Person

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).

Includes 277,274 restricted stock units (RSUs) that entitle the Reporting Person to receive one share of Class A Common Stock per unit upon settlement, of which i) 12.5% of 104,349 RSUs vested or will vest in quarterly installments beginning November 15, 2015, ii)

- (1) 92,984 of the RSUs will vest in eight (8) quarterly installments beginning July 15, 2016, iii) 92,984 of the RSUs will vest as follows: 25% of the total number of units will vest on April 15, 2016 and 6.25% of the total number of units will vest as the Reporting Person completes each 3-month period of continuous service thereafter, in each case subject to the Reporting Person's continued employment with Workday on the applicable vesting date.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 9, 2015.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.6200 to \$83.6199, inclusive. The Reporting Person undertakes to Workday, Inc., any security holder of Workday, Inc., or the staff

(3) 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 \$83.6200 to \$84.6199, 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 \$78.7600 to \$79.7599, 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 \$79.7600 to \$80.7599, inclusive. The Reporting Person undertakes to Workday, Inc., any security holder of Workday, Inc., or the staff

- (6) 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.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.7600 to \$81.7599, inclusive. The Reporting Person undertakes to Workday, Inc., any security holder of Workday, Inc., or the staff

(4)

(5)

Edgar Filing: Workday, Inc. - Form 4

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 \$81.7600 to \$82.7599, 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 \$82.7600 to \$83.7599, 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.

(10) This stock option grant became fully vested as of 10/1/2014 and is exercisable in full or in part at any time.

This stock option grant is under the Issuer's 2005 Stock Option Plan and vests as follows: 20% of the total number of shares vested on January 1, 2012 when the Reporting Person completed 12 months of continuous service, and 5% of the total number of shares vests as

(11) the Reporting Person completes each 3-month period of continuous service thereafter. This option grant will be exercisable in full or in part at any time, but the unvested portion is subject to the Issuer's right to repurchase the shares at the original exercise price in the event of termination of the Reporting Person's service for any reason.

This stock option grant is under the Issuer's 2005 Stock Option Plan and vests as follows: 20% of the total number of shares vested on January 1, 2014 when the Reporting Person completed 12 months of continuous service, and 5% of the total number of shares vests as

(12) the Reporting Person completes each 3-month period of continuous service thereafter. This option grant will be exercisable in full or in part at any time, but the unvested portion is subject to the Issuer's right to repurchase the shares at the original exercise price in the event of termination of the Reporting Person's service for any reason.

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.

(8)

(9)