Workday, Inc. Form 4 April 03, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Shaughnessy James P

> (First) (Middle)

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)

04/01/2014

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

OMB 3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VP, General Counsel & Secty

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 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. 4. Securities Acquired Transaction(A) or Disposed 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)	Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Class A Common Stock	04/01/2014		Code V M	Amount 8,000	(D)	Price \$ 3.7	37,814 (1)	D			
Class A Common Stock	04/01/2014		S(2)	300	D	\$ 92.98 (3)	37,514 <u>(1)</u>	D			
Class A Common Stock	04/01/2014		S(2)	2,030	D	\$ 94.46 (4)	35,484 <u>(1)</u>	D			
Class A Common	04/01/2014		S(2)	5,470	D	\$ 95 (5)	30,014 (1)	D			

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Stock								
Class A Common Stock	04/01/2014	S(2)	200	D	\$ 95.88 <u>(6)</u>	29,814 (1)	D	
Class A Common Stock	04/03/2014	С	38,000	A	\$ 0	38,000	D (7)	
Class A Common Stock	04/03/2014	G	38,000	D	\$ 0	0	D (7)	
Class A Common Stock	04/03/2014	G	38,000	A	\$ 0	38,000	I	Shaughnessy Family Trust Agreement u/a/d 11/15/13 (8)

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)			5. Number of orDerivative Securities Acquired (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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 3.7	04/01/2014		M	8,000	<u>(9)</u>	08/29/2021	Class A Common Stock	8,000
Class B Common Stock	(11) (12)	04/03/2014		C	38,000	(11)(12)	(11)(12)	Class A Common Stock	38,000
Stock Option (right to buy)	\$ 4.25					(13)	12/15/2021	Class A Common Stock	10,000

Stock Option (right to

buy)

\$9.2

(14)

Class A 08/27/2022 Common 20,000 Stock

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Director Other

Shaughnessy James P C/O WORKDAY, INC. 6230 STONERIDGE MALL ROAD PLEASANTON, CA 94588

VP, General Counsel & Secty

Signatures

/s/ Melanie Vinson, attorney-in-fact

04/03/2014

**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).
- Includes 29,814 restricted stock units that entitle the Reporting Person to receive one share of Class A Common Stock per unit upon settlement, which will take place within 30 days of vesting. The restricted stock units will vest in eight (8) quarterly installments **(1)** beginning November 15, 2015, subject to the Reporting Person's continued employment with Workday on the applicable vesting date.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on January 15, **(2)**
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$92.6900 to \$93.6899, 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 within the range of \$93.6900 to \$94.6899, inclusive. The Reporting Person undertakes to Workday, Inc., any security holder of Workday, Inc., or the staff **(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 within the range of \$94.6900 to \$95.6899, inclusive. The Reporting Person undertakes to Workday, Inc., any security holder of Workday, Inc., or the staff **(5)** 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 within the range of \$95.6900 to \$96.6899, 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.
- Held in the name of the Reporting Person and his wife as Joint Tenants with Right of Survivorship. **(7)**
 - Shares held by the Shaughnessy Family Trust Agreement u/a/d 11/15/13("Shaughnessy Family Trust"). The Reporting Person is a trustee of the Shaughnessy Family Trust, and may be deemed to have voting and dispositive power with regard to the shares held
- directly by Shaughnessy Family Trust. The Reporting Person 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.

Reporting Owners 3

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- The stock option grant was issued under the Issuer's 2005 Stock Option Plan and vested or will vest as follows: 20% of the total number of shares vested on August 15, 2012 when the Reporting Person completed 12 months of continuous service, and 5% of the total number of shares vested or will vest as the Reporting Person completes each 3-month period of continuous service thereafter. This option grant
- is 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.
- (10) Represents the balance remaining following the Reporting Person's exercise of 8,000 shares on April 1, 2014.
 - 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
- (11) any 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
- (12) 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.
 - This stock option grant was issued under the Issuer's 2005 Stock Option Plan and vested or will vest as follows: 20% of the total number of shares vested on August 15, 2012 when the Reporting Person completed 12 months of continuous service, and 5% of the total number
- (13) of shares vested or will vest as the Reporting Person completes each 3-month period of continuous service thereafter. This option grant is 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.
 - The stock option grant was issued under the Issuer's 2005 Stock Option Plan and vested or will vest as follows: 20% of the total number of shares vested on September 1, 2013 when the Reporting Person completed 12 months of continuous service, and 5% of the total
- (14) number of shares vested or will vest as the Reporting Person completes each 3-month period of continuous service thereafter. This option grant is 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.