

Workday, Inc.
Form 4
March 04, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
BATTLE A GEORGE

(Last) (First) (Middle)

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

(Street)

PLEASANTON, CA 94588

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Workday, Inc. [WDAY]

3. Date of Earliest Transaction
(Month/Day/Year)
12/04/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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		
Class A Common Stock	12/04/2013		C	V 20,000	A \$ 0	26,808 ⁽¹⁾	D
Class A Common Stock	12/04/2013		G	V 20,000	D \$ 0	6,808 ⁽¹⁾	D
Class A Common Stock	12/04/2013		G	V 20,000	A \$ 0	35,000	I By Battle Family Foundation ⁽²⁾
Class A Common	12/19/2013		C	V 10,000	A \$ 0	16,808 ⁽¹⁾	D

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Stock								
Class A Common Stock	12/19/2013	G V	10,000	D	\$ 0	6,808 ⁽¹⁾	D	
Class A Common Stock	02/28/2014	C	60,000	A	\$ 0	66,808 ⁽¹⁾	D	
Class A Common Stock	02/28/2014	S ⁽³⁾	6,112	D	\$ 105.0897 ⁽⁴⁾	60,696 ⁽¹⁾	D	
Class A Common Stock	02/28/2014	S ⁽³⁾	5,265	D	\$ 106.1021 ⁽⁵⁾	55,431 ⁽¹⁾	D	
Class A Common Stock	02/28/2014	S ⁽³⁾	1,856	D	\$ 107.0602 ⁽⁶⁾	53,575 ⁽¹⁾	D	
Class A Common Stock	02/28/2014	S ⁽³⁾	4,780	D	\$ 108.0643 ⁽⁷⁾	48,795 ⁽¹⁾	D	
Class A Common Stock	02/28/2014	S ⁽³⁾	8,183	D	\$ 109.2799 ⁽⁸⁾	40,612 ⁽¹⁾	D	
Class A Common Stock	02/28/2014	S ⁽³⁾	11,002	D	\$ 110.1903 ⁽⁹⁾	29,610 ⁽¹⁾	D	
Class A Common Stock	02/28/2014	S ⁽³⁾	7,269	D	\$ 111.2605 ⁽¹⁰⁾	22,341 ⁽¹⁾	D	
Class A Common Stock	02/28/2014	S ⁽³⁾	3,500	D	\$ 112.2457 ⁽¹¹⁾	18,841 ⁽¹⁾	D	
Class A Common Stock	02/28/2014	S ⁽³⁾	3,900	D	\$ 113.4477 ⁽¹²⁾	14,941 ⁽¹⁾	D	
Class A Common Stock	02/28/2014	S ⁽³⁾	3,800	D	\$ 114.0406 ⁽¹³⁾	11,141 ⁽¹⁾	D	
Class A Common Stock	02/28/2014	S ⁽³⁾	2,700	D	\$ 115.2376 ⁽¹⁴⁾	8,441 ⁽¹⁾	D	
Class A Common Stock	02/28/2014	S ⁽³⁾	1,633	D	\$ 116.36 ⁽¹⁵⁾	6,808 ⁽¹⁾	D	

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Class A Common Stock	03/04/2014		J ⁽¹⁶⁾	400 ⁽¹⁷⁾	A	\$ 0	7,208 ⁽¹⁾	D	
Class A Common Stock							30,000	I	By the Perkins-Battle 2011 Trust DTD 10/26/2011
Class A Common Stock							30,000	I	By A. George Battle 2011 Separate Property Trust
Class A Common Stock							9,000	I	By Catherine McNalley ⁽¹⁸⁾

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. Transaction Code (Instr. 8)	5. Number of Derivative 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)	8. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(19)</u> <u>(20)</u>	12/04/2013		C	V 20,000	<u>(19)</u> <u>(20)</u>	<u>(19)</u> <u>(20)</u>	Class A Common Stock	20,000
Class B Common Stock	<u>(19)</u> <u>(20)</u>	12/19/2013		C	V 10,000	<u>(19)</u> <u>(20)</u>	<u>(19)</u> <u>(20)</u>	Class A Common Stock	10,000
Class B Common Stock	<u>(19)</u> <u>(20)</u>	02/28/2014		C	60,000	<u>(19)</u> <u>(20)</u>	<u>(19)</u> <u>(20)</u>	Class A Common Stock	60,000
Class B Common	<u>(19)</u> <u>(20)</u>					<u>(19)</u> <u>(20)</u>	<u>(19)</u> <u>(20)</u>	Class A Common	22,624

Stock

Stock

Reporting Owners

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

Signatures

/s/ Melanie Vinson,
attorney-in-fact

03/04/2014

__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).
- (1) 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.
- (2) The Reporting Person is the trustee of the Battle Family Foundation.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 1, 2013.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$104.5900 to \$105.5899, 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.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$105.6100 to \$106.6099, 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.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$106.6900 to \$107.6899, 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.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$107.7000 to \$108.6999, 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.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$108.7000 to \$109.6999, 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.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$109.75000 to \$110.7499, 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

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price within the range(s) set forth in this footnote of this Form 4.

(10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$110.7500 to \$111.7499, 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.

(11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$111.7500 to \$112.7499, 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.

(12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$112.8400 to \$113.8399, 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.

(13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$113.8400 to \$114.8399, 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.

(14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$114.9200 to \$115.9199, 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.

(15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$115.9200 to \$116.9199, 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.

(16) Entities affiliated with Greylock Partners made a pro rata distribution for no consideration of Class A common stock of the Issuer to its partners on March 4, 2014.

(17) Pro rata distribution from Greylock XI Limited Partnership.

(18) Mr. Battle disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities on 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.

(19) 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 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.

(20) 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.

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