

BHUSRI ANEEL  
Form 4  
March 06, 2019

**FORM 4**

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

OMB APPROVAL

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**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 \*  
BHUSRI ANEEL

(Last) (First) (Middle)

C/O WORKDAY, INC., 6110  
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)  
03/04/2019

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)

Chief Executive Officer

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)
			Code	V	Amount or Price		
Class A Common Stock	03/04/2019		M		300,000 A \$ 1.3	D	652,364 <sup>(1)</sup>
Class A Common Stock	03/04/2019		S <sup>(2)</sup>		15,768 D \$ 176.1947 <sup>(3)</sup>	D	636,596 <sup>(1)</sup>
Class A Common Stock	03/04/2019		S <sup>(2)</sup>		39,173 D \$ 177.0337 <sup>(4)</sup>	D	597,423 <sup>(1)</sup>
Class A Common	03/04/2019		S <sup>(2)</sup>		109,341 D \$ 178.1304	D	488,082 <sup>(1)</sup>

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Stock								(5)
Class A								\$
Common Stock	03/04/2019		S(2)	58,929	D	178.8307	429,153	(1) D
								(6)
Class A								\$
Common Stock	03/04/2019		S(2)	10,200	D	180.3129	418,953	(1) D
								(7)
Class A								\$
Common Stock	03/04/2019		S(2)	14,366	D	181.1583	404,587	(1) D
								(8)
Class A								\$
Common Stock	03/04/2019		S(2)	11,594	D	182.0223	392,993	(1) D
								(9)
Class A								\$
Common Stock	03/04/2019		S(2)	5,804	D	182.9775	387,189	(1) D
								(10)
Class A								\$
Common Stock	03/04/2019		S(2)	6,714	D	184.7343	380,475	(1) D
								(11)
Class A								\$
Common Stock	03/04/2019		S(2)	4,490	D	186.2777	375,985	(1) D
								(12)
Class A								\$
Common Stock	03/04/2019		S(2)	7,120	D	187.0801	368,865	(1) D
								(13)
Class A								\$
Common Stock	03/04/2019		S(2)	1,141	D	188.1333	367,724	(1) D
								(14)
Class A								\$
Common Stock	03/04/2019		S(2)	15,360	D	189.377	352,364	(1) D
								(15)

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

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(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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$177.5300 to \$178.5299, inclusive. The Reporting Person undertakes to provide 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 within the range of \$178.5300 to \$179.5299, inclusive. The Reporting Person undertakes to provide 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 within the range of \$179.6700 to \$180.6699, inclusive. The Reporting Person undertakes to provide 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 within the range of \$180.6800 to \$181.6799, inclusive. The Reporting Person undertakes to provide 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 within the range of \$181.7100 to \$182.7099, inclusive. The Reporting Person undertakes to provide 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$182.7400 to \$183.7399, inclusive. The Reporting Person undertakes to provide 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 within the range of \$184.1700 to \$185.1699, inclusive. The Reporting Person undertakes to provide 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 within the range of \$185.6000 to \$186.5999, inclusive. The Reporting Person undertakes to provide 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 within the range of \$186.6100 to \$187.6099, inclusive. The Reporting Person undertakes to provide 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 within the range of \$188.1000 to \$189.0999, inclusive. The Reporting Person undertakes to provide 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 within the range of \$189.3500 to \$190.3499, inclusive. The Reporting Person undertakes to provide 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) 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.

(17) 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.

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**(18)** The stock option grant was issued outside of the Issuer's 2005 Stock Plan and became fully vest on January 1, 2018.

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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