

Workday, Inc.
Form 4
June 17, 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
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PEEK MARK S

(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)
06/08/2015

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)
co-President & CFO

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	(A) or (D) Price			
Class A Common Stock	06/08/2015		G		1,250	D \$ 0	223,494 ⁽¹⁾ <u>(2)</u>	D	
Class A Common Stock	06/15/2015		A		25,000	A \$ 0	248,494 ⁽³⁾	D	
Class A Common Stock	06/17/2015		C		40,000	A \$ 0	288,494 ⁽³⁾	D	
Class A Common	06/17/2015		S ⁽⁴⁾		40,000	D \$ 79.2756	248,494 ⁽³⁾	D	

Stock

(5)

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. Deemed Execution Date (Instr. 3, 4, and 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(6)</u> <u>(7)</u>	06/17/2015		C	40,000	<u>(6)</u> <u>(7)</u>	<u>(6)</u> <u>(7)</u>	Class A Common Stock	40,000
Class B Common Stock	<u>(6)</u> <u>(7)</u>					<u>(6)</u> <u>(7)</u>	<u>(6)</u> <u>(7)</u>	Class A Common Stock	118,617

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PEEK MARK S C/O WORKDAY, INC. 6230 STONERIDGE MALL ROAD PLEASANTON, CA 94588	co-President & CFO

Signatures

/s/ Melanie Vinson,
attorney-in-fact 06/17/2015

 **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 204 shares of Class A Common Stock that were purchased through the Issuer's Employee Stock Purchase Program on May 29, 2015.

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Includes 221,465 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 1) 81,989 of the RSUs will vest in eight (8) quarterly installments beginning 11/15/2015, 2) 69,738 of the RSUs will vest in eight (8) quarterly installments beginning 07/15/2016, and 3) 69,738 RSUs will vest quarterly over four years with a one year cliff. All grants are subject to the Reporting Person's continued employment with the Issuer on the applicable vesting date.

- (2) Includes 246,465 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 1) 81,989 of the RSUs will vest in eight (8) quarterly installments beginning 11/15/2015, 2) 69,738 of the RSUs will vest in eight (8) quarterly installments beginning 07/15/2016, 3) 69,738 RSUs will vest quarterly over four years with a one year cliff, and 4) 25,000 RSUs will vest quarterly over four years with a one year cliff. All grants are subject to the Reporting Person's continued employment with the Issuer on the applicable vesting date.

- (4) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on July 12, 2013.

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$79.2300 to \$80.2299, 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)

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.

- (6) 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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