

Workday, Inc.  
Form 4  
April 07, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
STILL GEORGE J JR

(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)  
04/03/2014

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock            | 04/03/2014                           |  | S <sup>(1)</sup>               | 3,539 D   | \$ 83.6929<br>(2)   | 134,794 I  | By the Still Family Trust, DTD 3/12/1996<br>(3)       |
| Class A Common Stock            | 04/03/2014                           |  | S <sup>(1)</sup>               | 1,000 D   | \$ 84.928<br>(4)  | 133,794 I  | By the Still Family Trust, DTD 3/12/1996<br>(3)       |
| Class A Common                  | 04/03/2014                           |  | S <sup>(1)</sup>               | 900 D   | \$ 85.9211  | 132,894 I  | By the Still Family                                   |

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|                            |            |             |     |   |                              |                   |   |  |   |
|----------------------------|------------|-------------|-----|---|------------------------------|-------------------|---|--|---|
| Stock                      |            |             |     |   | <u>(5)</u>                   |                   |   |  | Trust, DTD<br>3/12/1996<br><u>(3)</u>   |
| Class A<br>Common<br>Stock | 04/03/2014 | <u>S(1)</u> | 799 | D | \$<br>86.9551<br><u>(6)</u>  | 132,095           | I |  | By the Still<br>Family<br>Trust, DTD<br>3/12/1996<br><u>(3)</u>   |
| Class A<br>Common<br>Stock | 04/03/2014 | <u>S(1)</u> | 600 | D | \$ 87.88<br><u>(7)</u>       | 131,495           | I |  | By the Still<br>Family<br>Trust, DTD<br>3/12/1996<br><u>(3)</u>   |
| Class A<br>Common<br>Stock | 04/03/2014 | <u>S(1)</u> | 200 | D | \$<br>88.9257<br><u>(8)</u>  | 131,295           | I |  | By the Still<br>Family<br>Trust, DTD<br>3/12/1996<br><u>(3)</u>   |
| Class A<br>Common<br>Stock | 04/03/2014 | <u>S(1)</u> | 700 | D | \$<br>90.3986<br><u>(9)</u>  | 130,595           | I |  | By the Still<br>Family<br>Trust, DTD<br>3/12/1996<br><u>(3)</u>   |
| Class A<br>Common<br>Stock | 04/03/2014 | <u>S(1)</u> | 595 | D | \$<br>91.3788<br><u>(10)</u> | 130,000           | I |  | By the Still<br>Family<br>Trust, DTD<br>3/12/1996<br><u>(3)</u>   |
| Class A<br>Common<br>Stock |            |             |     |   |                              | 4,402 <u>(11)</u> | D |  |   |
| Class A<br>Common<br>Stock |            |             |     |   |                              | 44,000            | I |  | By Still<br>Family<br>Partners, a<br>California<br>Limited<br>Partnership<br>formed<br>3/26/1996<br><u>(12)</u> |

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

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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 ranging from \$85.5300 to \$86.5299, 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 \$86.5300 to \$87.5299, 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 \$87.5700 to \$88.5699, 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 \$88.8214 to \$89.8213 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 \$89.8500 to \$90.8499, 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$90.9100 to \$91.9099, 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) Includes 4,402 Restricted Stock Units (RSUs) granted under the Issuer's 2012 Equity Incentive Plan. 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.
- (12) Shares held by Still Family Partners, formed 3-26-1996 ("Still Family Partners"). Mr. Still is general partner of Still Family Partners, and may be deemed to have voting and dispositive power with regard to the shares held directly by Still Family Partners. Mr. Still 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.

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.