

BEERS ANDREW
Form 4
November 17, 2017

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 *
BEERS ANDREW

(Last) (First) (Middle)
1621 N 34TH ST.
(Street)

SEATTLE, WA 98103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Tableau Software Inc [DATA]

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Chief Development 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	(D)	Price
Class A Common Stock					92,041	I	By Trust
Class A Common Stock	11/15/2017		C		625 ⁽¹⁾	A	\$ 0
Class A Common Stock	11/15/2017		S		625 ⁽⁵⁾	D	\$ 70.89
Class A Common Stock	11/15/2017		S		18,200 ⁽⁶⁾ ⁽⁵⁾	D	\$ 70.5582
					262,481	D	
					261,856	D	
					243,656	D	

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Stock

Class A Common Stock	11/15/2017	S	1,800 <u>(5)</u> <u>(7)</u>	D	\$ 71.2472	241,856	D
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Class A Common Stock	11/16/2017	S	1,649 <u>(8)</u> <u>(9)</u>	D	\$ 70.7943	240,207	D
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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 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. Amount or Number of Shares
				Code V (A) (D)	(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(2)</u>	11/15/2017		M	625	<u>(2)</u> <u>(3)</u>	Class A Common Stock	625
Class B Common Stock	<u>(2)</u>	11/15/2017		C	625	<u>(2)</u> <u>(3)</u>	Class A Common Stock	625
Stock Option (Right to Buy)	\$ 9.3	11/15/2017		M	625	<u>(4)</u> 12/10/2022	Class B Common Stock	625

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	Chief Development Officer

BEERS ANDREW
1621 N 34TH ST.
SEATTLE, WA 98103

Signatures

Keenan Conder,
Attorney-in-Fact

11/17/2017

__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) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock.

(2) Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer, whether or not for value and whether voluntary or involuntary or by operation of law, except for certain transfers described in the issuer's amended and restated certificate of incorporation, including, without limitation, certain transfers for tax and estate planning purposes.

(3) Not applicable.

(4) Fully vested.

(5) Shares were sold pursuant to a 10b5-1 Plan.

(6) The shares were sold at prices ranging from \$70.07 to \$71.04. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

(7) The shares were sold at prices ranging from \$71.12 to \$71.45. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

(8) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of certain RSUs, previously reported in Table I following the date of grant. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.

(9) The shares were sold at prices ranging from \$70.70 to \$71.06. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

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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