Workday, Inc. Form 4 September 04, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

OMB APPROVAL

Number: Expires:

January 31, 2005

0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BATTLE A GEORGE	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	Workday, Inc. [WDAY] 3. Date of Earliest Transaction	(Check all applicable)			
C/O WORKDAY, INC., 6230 STONERIDGE MALL ROAD	(Month/Day/Year) 08/30/2013	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
PLEASANTON, CA 94588	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Ta	ble I - Non	-Derivativ	e Secu	ırities Acqu	ired, Disposed of	f, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	oror Dispos (Instr. 3,	ed of		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	08/30/2013		C	60,000	A	\$ 0	60,803	D	
Class A Common Stock	08/30/2013		S <u>(1)</u>	41,127	D	\$ 72.5516 (2)	19,676	D	
Class A Common Stock	08/30/2013		S <u>(1)</u>	15,773	D	\$ 73.4888 (3)	3,903	D	
Class A Common	08/30/2013		S <u>(1)</u>	3,100	D	\$ 74.3116	803	D	

Edgar Filing: Workday, Inc. - Form 4

Stock				<u>(4)</u>			
Class A Common Stock	09/03/2013	<u>J(5)</u>	802 <u>(6)</u> A	\$ 0	1,605	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					15,000	I	By Battle Family Foundation (7)
Class A Common Stock					9,000	I	By Catherine McNelley (8)
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.							
	Persons who respond to the collection of information contained in this form are not						SEC 1474 (9-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	5. Number of tionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Derivative Expiration Date (Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(9) (10)	08/30/2013		С		60,000	(9)(10)	(9)(10)	Class A Common Stock	60,000
Class B Common Stock	(9) (10)						(9)(10)	(9)(10)	Class A Common Stock	22,624

8. P Der Sec (Ins Edgar Filing: Workday, Inc. - Form 4

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/ James P. Shaughnessy, attorney-in-fact

09/04/2013

**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) 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.17 to \$73.16, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.17 to \$74.16, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.17 to \$74.65, 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) Entities affiliated with Greylock Partners made a pro rata distribution for no consideration of an aggregate of 3,797,645 shares of Class A common stock of the Issuer to its partners on September 3, 2013.
- (6) Pro rata distribution from Greylock XI Limited Partnership.
- (7) The Reporting Person is the trustee of the Battle Family Foundation.
- 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.
- 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.
 - 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
- (10) 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. 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.

Reporting Owners 3