

Workday, Inc.
Form 4
September 16, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bozzini James

(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)
09/14/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	09/14/2016		M		6,250	A	\$ 2.3	181,110 <u>(1)</u>	D
Class A Common Stock	09/14/2016		S <u>(2)</u>		5,250	D	\$ 86.706 <u>(3)</u>	175,860 <u>(1)</u>	D
Class A Common Stock	09/14/2016		S <u>(2)</u>		1,000	D	\$ 87.1365 <u>(4)</u>	174,860 <u>(1)</u>	D
Class A Common	09/15/2016		M		6,250	A	\$ 2.3	181,110 <u>(1)</u>	D

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Stock

Class A Common Stock	09/15/2016	S ⁽²⁾	1,200	D	\$ 87.0238 ⁽⁵⁾	179,910 ⁽¹⁾	D
Class A Common Stock	09/15/2016	S ⁽²⁾	4,150	D	\$ 88.0624 ⁽⁶⁾	175,760 ⁽¹⁾	D
Class A Common Stock	09/15/2016	S ⁽²⁾	900	D	\$ 88.6983 ⁽⁷⁾	174,860 ⁽¹⁾	D

Class A Common Stock						108,595	I	By Bozzini Revocable Trust dtd 5/10/2004
Class A Common Stock						11,077	I	By The Bozzini Irrevocable Trust dtd 4/12/2012
Class A Common Stock						11,077	I	By The Bozzini Irrevocable Trust dtd 4/12/2012
Class A Common Stock						11,077	I	By The Bozzini Irrevocable Trust dtd 4/12/2012

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)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 2.3	09/14/2016	M			6,250	<u>(8)</u>	02/18/2021	Class A Common Stock	6,250
Stock Option (right to Buy)	\$ 2.3	09/15/2016	M			6,250	<u>(8)</u>	02/18/2021	Class A Common Stock	6,250
Performance Rights	\$ 0						<u>(9)</u>	<u>(10)</u>	Class A Common Stock	9,846
Stock Option (right to buy)	\$ 0.5						<u>(11)</u>	03/15/2019	Class A Common Stock	15,000
Stock Option (right to buy)	\$ 0.65						<u>(12)</u>	12/17/2019	Class A Common Stock	200
Stock Option (right to buy)	\$ 7.05						<u>(13)</u>	05/04/2022	Class A Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bozzini James C/O WORKDAY, INC. 6230 STONERIDGE MALL ROAD PLEASANTON, CA 94588			Senior Vice President	

Signatures

/s/ Stacy Taylor,
attorney-in-fact

09/16/2016

 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 148,951 restricted stock units (RSUs) that entitle the Reporting Person to receive one share of Class A Common Stock upon settlement, from original grants consisting of i) 59,628 RSUs with a grant date of 08/30/2013 which vested or will vest in eight (8) quarterly installments beginning 11/15/2015, ii) 46,492 RSUs with a grant date of 04/15/2014 which vested or will vest in eight (8) quarterly installments beginning 07/15/2016, and iii) 46,492 RSUs with a grant date of 04/15/2015 and 46,492 RSUs with a grant date of 04/15/2016 each of which vested or will vest as to 25% of the underlying shares on the one-year anniversary of grant then quarterly thereafter. All grants are subject to the Reporting Person's continued employment with the Issuer on the applicable vesting dates.

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- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on April 11, 2016.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$86.0700 to \$87.0699, 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.
- (3)
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$87.0700 to \$88.0699, 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
- (4)
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$86.5900 to \$87.5899, 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.
- (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 \$87.5900 to \$88.5899, 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 \$88.5900 to \$89.5899, 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 stock option grant is under the Issuer's 2005 Stock Plan and vests as follows: 20% of the total number of shares vested on 1/1/2013 when the Reporting Person completed 12 months of continuous service, and 5% of the total number of shares vested or vests as the Reporting Person completes each 3-month period of continuous service thereafter. This option grant is exercisable in full or in part at any time, but the unvested portion is subject to the Issuer's right to repurchase the shares at the original exercise price in the event of the Reporting Person's termination for any reason.
- (8)
- Represents performance RSUs ("PRSUs") that entitle the Reporting Person to receive one share of Class A common stock in the event that certain performance objectives are achieved, in which case 25% of the PRSUs will vest on 4/15/2017 and the remainder of such PRSUs will vest quarterly over the following three years.
- (9)
- The PRSUs will expire prior to vesting if the performance goals set as of 1/31/2017 are not met.
- (10)
- The stock option grant became fully vested on 1/1/2014.
- (11)
- The stock option grant became fully vested on 12/18/2009.
- (12)
- The stock option grant is under the Issuer's 2005 Stock Plan and vests as follows: 20% of the total number of shares vested on 1/1/2014 when the Reporting Person completed 12 months of continuous service, and 5% of the total number of shares vested or vests as the Reporting Person completes each 3-month period of continuous service thereafter. This option grant is exercisable in full or in part at any time, but the unvested portion is subject to the Issuer's right to repurchase the shares at the original exercise price in the event of the Reporting Person's termination for any reason.
- (13)

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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