

Shaughnessy James P
 Form 3
 October 11, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Shaughnessy James P</p> <p>(Last) (First) (Middle)</p> <p>C/O WORKDAY, INC., 6230 STONERIDGE MALL ROAD</p> <p>(Street)</p> <p>PLEASANTON, CA 94588</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/11/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Workday, Inc. [WDAY]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP and General Counsel</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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(Instr. 5)

Class B Common Stock	Â (1)(2)	Â (1)(2)	Class A Common Stock (2)	40,500	\$ (1) (2)	D (3)	Â
Class B Common Stock	Â (1)(2)	Â (1)(2)	Class A Common Stock (2)	2,500	\$ (1) (2)	I	By James P. Shaughnessy, Jr. (4)
Class B Common Stock	Â (1)(2)	Â (1)(2)	Class A Common Stock (2)	2,500	\$ (1) (2)	I	By Caitlin M. Shaughnessy (4)
Class B Common Stock	Â (1)(2)	Â (1)(2)	Class A Common Stock (2)	2,500	\$ (1) (2)	I	By Anne E. Shaughnessy (4)
Stock Option (Right to Buy)	Â (5)	08/29/2021	Class B Common Stock (1) (2)	192,000 (6)	\$ 3.7	D	Â
Stock Option (Right to Buy)	Â (7)	12/15/2021	Class B Common Stock (1) (2)	10,000	\$ 4.25	D	Â
Stock Option (Right to Buy)	Â (8)	08/27/2022	Class B Common Stock (1) (2)	20,000	\$ 9.2	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shaughnessy James P C/O WORKDAY, INC. 6230 STONERIDGE MALL ROAD PLEASANTON, CA 94588	Â	Â	Â VP and General Counsel	Â

Signatures

/s/ James P. Shaughnessy 10/11/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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)

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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, which occurs after the closing of the Issuer's initial public offering (the "IPO"), 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

- (2) 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 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.
- (3) Held in the name of James P. Shaughnessy and Margie A. Shaughnessy as Joint Tenants with Right of Survivorship.

Mr. Shaughnessy 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.

This is a stock option grant under the Issuer's 2005 Stock Option Plan and vests as follows: 20% of the total number of shares vested on August 15, 2012, when Mr. Shaughnessy completed 12 months of continuous service, and 5% of the total number of shares vests as Mr.

- (5) Shaughnessy 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 termination of Mr. Shaughnessy's service for any reason.
- (6) Represents the balance remaining following Mr. Shaughnessy's exercise of 48,000 shares on July 11, 2012.

This is a stock option grant under the Issuer's 2005 Stock Option Plan and vests as follows: 20% of the total number of shares vested on August 15, 2012, and 5% of the total number of shares vests as Mr. Shaughnessy completes each 3-month period of continuous service

- (7) 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 termination of Mr. Shaughnessy's service for any reason. None of these shares has been exercised by Mr. Shaughnessy to date.

This is a stock option grant under the Issuer's 2005 Stock Option Plan and vests as follows: 20% of the total number of shares will vest on September 1, 2013, provided Mr. Shaughnessy has completed 12 months of continuous service as of that date, and 5% of the total number of shares will vest as Mr. Shaughnessy completes each 3-month period of continuous service thereafter. This option grant is exercisable in

- (8) 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 termination of Mr. Shaughnessy's service for any reason. None of these shares has been exercised by Mr. Shaughnessy to 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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