### Edgar Filing: Miller Adam L - Form 4

Miller Adam L Form 4 March 21, 2011 <b>FORM</b> Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instructi 1(b).	1 4 UNITED S STATEM Filed purs Section 17(a)	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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 Res	ponses)									
1. Name and Add Miller Adam I	r Name and stone OnD		·	-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)(First)(Middle)3. Date of Earliest Transaction (Month/Day/Year)C/O CORNERSTONE03/17/2011ONDEMAND, INC., 160103/17/2011CLOVERFIELD BLVD., SUITE520 SOUTH					X DirectorX 10% Owner X Officer (give title Other (specify below) below) President & CEO					
SANTA MON	(Street)	Filed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
(Citr) (State) (Titr)										
1.Title of 2	(State) (2. Transaction Date Month/Day/Year)	1 1 1 1 1 1	3. Transactio Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3, Amount	ties l (A) o l of (D	r )	quired, Disposed of 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	f, or Beneficia 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	-	
Common Stock	03/17/2011		P	100	(D) A		5,400,100	D		
Common Stock							250,000	Ι	See footnote (1)	
Common Stock							1,500,000	Ι	See footnote $(2)$	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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# 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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						``
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address		Relationships						
	D	irector	10% Owner	Officer	Other			
Miller Adam L C/O CORNERSTONE ONDEMAND, INC. 1601 CLOVERFIELD BLVD., SUITE 620 SC SANTA MONICA, CA 90404	OUTH	X	Х	President & CEO				
Signatures								
/s/ Adam J. Weiss, by power of attorney	03/21/201	1						
**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) Shares held directly by the Miller Family Education GRAT dated June 25, 2010 for which the Reporting Person serves as trustee.

(2) Shares held directly by the Miller 2010 Family GRAT for which the Reporting Person's spouse serves as investment advisor.

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.