

Workday, Inc.
Form 4
March 17, 2016

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 *
WILMINGTON PHILIP W

(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)
03/15/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
co-President

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 (A) or (D) Price		
Class A Common Stock	03/15/2016		S ⁽¹⁾		14,178 ⁽²⁾	D	\$ 69.8243 ⁽³⁾ 237,481 ⁽⁴⁾ ₍₅₎
Class A Common Stock	03/15/2016		S ⁽¹⁾		100 ⁽²⁾	D	\$ 70.55 237,381 ⁽⁴⁾
Class A Common Stock	03/16/2016		S ⁽¹⁾		3,152	D	\$ 69.7967 ⁽⁶⁾ 234,229 ⁽⁴⁾
Class A Common	03/16/2016		S ⁽¹⁾		8,994	D	\$ 70.7038 225,235 ⁽⁴⁾

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Stock							<u>(7)</u>	
Class A							\$	
Common Stock	03/16/2016		<u>S(1)</u>	7,751	D	71.4351	217,484 <u>(4)</u>	D
							<u>(8)</u>	
Class A								
Common Stock	03/16/2016		<u>S(1)</u>	100	D	\$ 72.23	217,384 <u>(4)</u>	D

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILMINGTON PHILIP W C/O WORKDAY, INC. 6230 STONERIDGE MALL ROAD PLEASANTON, CA 94588				co-President

Signatures

/s/ Melanie Vinson,
attorney-in-fact

03/17/2016

 **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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 2, 2016.

(2) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 2, 2016 and represents shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of RSUs. 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.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.4700 to \$70.4699, 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.

(4) Includes 215,825 Restricted Stock Units (RSUs) that entitle the Reporting Person to receive one share of Class A Common Stock per unit upon settlement, which will take place within 30 days of vesting, of which i) 25% of 137,100 RSUs vested on March 15, 2016 and 6.25% of the total number of units will vest quarterly, and ii) 25% of 113,000 RSUs will vest on June 15, 2016 and 6.25% of the total number of those units will vest quarterly. All grants are subject to the Reporting Person's continued employment with Workday on the applicable vesting date.

(5) The total number of shares reported has been increased by 1,559 shares due to prior inadvertent under-reporting of the total number of shares beneficially owned by the Reporting Person.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.1400 to \$70.1399, 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

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.1500 to \$71.1499, 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

(8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.1668 to \$72.1667, 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

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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