Bozzini James Form 4 December 29, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * Bozzini James

(First) (Middle)

C/O WORKDAY, INC., 6230 STONERIDGE MALL ROAD

(Street)

2. Issuer Name and Ticker or Trading Symbol

Workday, Inc. [WDAY]

3. Date of Earliest Transaction (Month/Day/Year)

12/27/2017

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

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner _X__ Officer (give title _ Other (specify below)

COO & Executive 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

PLEASANTON, CA 94588

(City)	(State)	(Zip) Ta	ble I - Non	-Derivati	ve Sec	urities Acqui	red, Disposed of,	or Beneficia	lly 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)	onor Dispo (Instr. 3	osed of , 4 and (A) or	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)
Class A Common Stock	12/27/2017		Code V M	5,000	(D)	Price \$ 2.3	200,637 (1)	D	
Class A Common Stock	12/27/2017		S(2)	4,200	D	\$ 102.7194 (3)	196,437 <u>(1)</u>	D	
Class A Common Stock	12/27/2017		S(2)	800	D	\$ 103.4604 (4)	195,637 (1)	D	
Class A Common	12/27/2017		G V	9,720	D	\$ 0	99,235	I	By Bozzini Revocable

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Stock									Trust dtd 5/10/2004	
Class A Common Stock	12/28/201	7	M	5,000	A	\$ 2.3	200,637	(<u>1)</u> D		
Class A Common Stock	12/28/201	7	S(2)	4,900	D	\$ 102.0687 (5)	7 195,737 <u>(</u>	(<u>1)</u> D		
Class A Common Stock	12/28/201	7	S(2)	100	D	\$ 102.81	195,637	(1) D		
Class A Common Stock							11,077	I	By The Bozzini Irrevocable Trust dtd 4/12/2012	e
Class A Common Stock							11,077	I	By The Bozzini Irrevocable Trust dtd 4/12/2012	e
Class A Common Stock							11,077	I	By The Bozzini Irrevocable Trust dtd 4/12/2012	e
Reminder: R	eport on a sep	parate line for each cla		Perso inforr requi displa numb	ons w matio red to ays a per.	who respond on contain orespond ocurrently	nd to the col ed in this for unless the f valid OMB o	rm are not form control	SEC 1474 (9-02)	
			ative Securities Acq puts, calls, warrants					ied		
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. Transact Code (Instr. 8)	Sec (A) (A) Dis (D)	curities quired) or sposed of) str. 3, 4,	6. Date Exerci Expiration Da (Month/Day/Y	ite	7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	V (A)			Expiration Date	Title or N	mount umber f Shares

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Stock Option (right to buy)	\$ 2.3	12/27/2017	M	5,000	<u>(6)</u>	02/18/2021	Class A Common Stock	5,000
Stock Option (right to buy)	\$ 2.3	12/28/2017	M	5,000	<u>(6)</u>	02/18/2021	Class A Common Stock	5,000
Stock Option (right to buy)	\$ 7.05				<u>(7)</u>	05/04/2022	Class A Common Stock	43,750

Reporting Owners

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

Signatures

/s/ Stacy Taylor, attorney-in-fact

12/29/2017

**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).
- Includes 124,418 RSUs that entitle the Reporting Person to receive one share of Class A Common Stock upon settlement, from original grants consisting of i) 46,492 RSUs with a grant date of 04/15/2014 which vested or will vest in eight (8) quarterly installments beginning
- (1) 07/15/2016, and ii) 46,492 RSUs with a grant date of 4/15/2015, 46,492 RSUs with a grant date of 4/15/2016 and 66,302 RSUs with a grant date of 4/14/2017, each of which vested or will vest as to 25% of the underlying shares on the one-year anniversary of grant and then quarterly thereafter. All grants are subject to the Reporting Person's continued service with the Issuer on the applicable vesting dates.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$102.1700 to \$103.1699, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$103.1700 to \$104.1699, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$101.7400 to \$102.7399, 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.

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- (6) This stock option grant became fully vested on January 1, 2017.
 - 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
- (7) 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.

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.