

STILL GEORGE J JR
Form 4
March 06, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
STILL GEORGE J JR

(Last) (First) (Middle)

C/O WORKDAY, INC., 6110
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)
03/04/2019

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)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	03/04/2019		M		85,000 A \$ 0.65	110,450 ⁽¹⁾	D
Class A Common Stock	03/04/2019		S ⁽²⁾		5,815 D \$ 176.2761	104,635 ⁽¹⁾	D
Class A Common Stock	03/04/2019		S ⁽²⁾		11,805 D \$ 177.1724	92,830 ⁽¹⁾	D
Class A Common Stock	03/04/2019		S ⁽²⁾		34,226 D \$ 178.2105	58,604 ⁽¹⁾	D

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Stock					<u>(5)</u>			
Class A					\$			
Common	03/04/2019	<u>S(2)</u>	13,694	D	178.9108	44,910 <u>(1)</u>	D	
Stock					<u>(6)</u>			
Class A					\$			
Common	03/04/2019	<u>S(2)</u>	2,800	D	180.3727	42,110 <u>(1)</u>	D	
Stock					<u>(7)</u>			
Class A					\$			
Common	03/04/2019	<u>S(2)</u>	4,544	D	181.1443	37,566 <u>(1)</u>	D	
Stock					<u>(8)</u>			
Class A					\$			
Common	03/04/2019	<u>S(2)</u>	3,500	D	182.1271	34,066 <u>(1)</u>	D	
Stock					<u>(9)</u>			
Class A					\$			
Common	03/04/2019	<u>S(2)</u>	1,100	D	183.0445	32,966 <u>(1)</u>	D	
Stock					<u>(10)</u>			
Class A					\$			
Common	03/04/2019	<u>S(2)</u>	1,915	D	184.5152	31,051 <u>(1)</u>	D	
Stock					<u>(11)</u>			
Class A					\$			
Common	03/04/2019	<u>S(2)</u>	900	D	185.5617	30,151 <u>(1)</u>	D	
Stock					<u>(12)</u>			
Class A					\$			
Common	03/04/2019	<u>S(2)</u>	2,501	D	186.7551	27,650 <u>(1)</u>	D	
Stock					<u>(13)</u>			
Class A					\$			
Common	03/04/2019	<u>S(2)</u>	600	D	\$ 187.515	27,050 <u>(1)</u>	D	
Stock					<u>(14)</u>			
Class A					\$			
Common	03/04/2019	<u>S(2)</u>	1,600	D	189.4844	25,450 <u>(1)</u>	D	
Stock					<u>(15)</u>			
Class A								
Common						15,000	I	
Stock								By the Still Family Trust <u>(16)</u>

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)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 0.65	03/04/2019		M	85,000	(17)	10/26/2019	Class A Common Stock	85,000
Stock Option (right to buy)	\$ 4.25					(17)	11/01/2021	Class A Common Stock	90,000
Stock Option (right to buy)	\$ 9.2					(18)	08/27/2022	Class A Common Stock	30,000
Class B Common Stock	(19) (20)					(19)(20)	(19)(20)	Class A Common Stock	120,784

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STILL GEORGE J JR C/O WORKDAY, INC. 6110 STONERIDGE MALL ROAD PLEASANTON, CA 94588		X		

Signatures

/s/ Juliana Capata,
attorney-in-fact

03/06/2019

**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 3,507 Restricted Stock Units (RSUs) granted under the Issuer's 2012 Equity Incentive Plan. The grant will entitle the Reporting Person to receive one share of Class A Common Stock for each vested RSU upon settlement, which will take place within 30 days of vesting. The RSUs will vest one-hundred percent (100%) on May 15, 2019, subject to the Reporting Person's continued service with the Issuer on such date.

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- Shares held by the Still Family Trust. Mr. Still is a trustee of the Still Family Trust, and may be deemed to have voting and dispositive power with regard to the shares held directly by the Still Family Trust. Mr. Still 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.
- (16) The stock option grant is under the Issuer's 2005 Stock Plan and is exercisable in full or in part at any time. This stock option grant became fully vested on November 2, 2016.
- (17) The stock option grant is under the Issuer's 2005 Stock Plan and is exercisable in full or in part at any time. This stock option grant became fully vested on January 1, 2014.
- (18) 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, 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.
- (19) 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 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 (9) 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.
- (20)

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.