

Workday, Inc.
Form 4
September 16, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bozzini James

(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)
09/14/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Senior 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

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	09/14/2015		M		6,250	A	\$ 1	159,587 ⁽¹⁾	D
Class A Common Stock	09/14/2015		S ⁽²⁾		6,150	D	\$ 69.865 ⁽³⁾	153,437 ⁽¹⁾	D
Class A Common Stock	09/14/2015		S ⁽²⁾		100	D	\$ 70.6	153,337 ⁽¹⁾	D
Class A Common	09/15/2015		M		6,250	A	\$ 1	159,587 ⁽¹⁾	D

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Stock

Class A					\$		
Common	09/15/2015	S ⁽²⁾	3,200	D	70.2275	156,387 ⁽¹⁾	D
Stock					⁽⁴⁾		

Class A					\$		
Common	09/15/2015	S ⁽²⁾	3,050	D	70.9157	153,337 ⁽¹⁾	D
Stock					⁽⁵⁾		

Class A								By Bozzini
Common						83,595	I	Revocable
Stock								Trust dtd
								5/10/2004

Class A								By The
Common						11,077	I	Bozzini
Stock								Irrevocable
								Trust dtd
								4/12/2012

Class A								By The
Common						11,077	I	Bozzini
Stock								Irrevocable
								Trust dtd
								4/12/2012

Class A								By The
Common						11,077	I	Bozzini
Stock								Irrevocable
								Trust dtd
								4/12/2012

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

Stock Option (right to buy)	\$ 1	09/14/2015	M	6,250	<u>(6)</u>	07/28/2020	Class A Common Stock	6,250
Stock Option (right to buy)	\$ 1	09/15/2015	M	6,250	<u>(6)</u>	07/28/2020	Class A Common Stock	6,250
Stock Option (right to buy)	\$ 0.5				<u>(7)</u>	03/15/2019	Class A Common Stock	40,000
Stock Option (right to buy)	\$ 0.65				<u>(8)</u>	12/17/2019	Class A Common Stock	200
Stock Option (right to buy)	\$ 2.3				<u>(9)</u>	02/18/2021	Class A Common Stock	200,000
Stock Option (right to buy)	\$ 7.05				<u>(10)</u>	05/04/2022	Class A Common Stock	50,000

Reporting Owners

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

Signatures

/s/ Melanie Vinson,
attorney-in-fact

09/16/2015

__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 152,612 restricted stock units (RSUs) that entitle the Reporting Person to receive one share of Class A Common Stock per unit upon settlement, of which i) 59,628 RSUs will vest in eight (8) quarterly installments beginning 11/15/2015, ii) 46,492 RSUs will vest in eight (8) quarterly installments beginning 07/15/2016, and iii) 46,492 RSUs will vest as follows: 25% of the total number of units will vest on 04/15/2016 and 6.25% of the total number of units will vest as the Reporting Person completes each 3-month period of

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continuous service thereafter, in each case subject to the Reporting Person's continued employment 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 adopted by the Reporting Person on January 9, 2015.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$69.5700 to \$70.5699, 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$69.7400 to \$70.7399, 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.

- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$70.7400 to \$71.7399, 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.

- (6) 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 January 1, 2012 when the Reporting Person completed 12 months of continuous service, and 5% of the total number of shares vested or vests as the 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.

- (7) This stock option grant became fully vested on January 1, 2014.

- (8) The stock option grant became fully vested on December 18, 2009.

- (9) 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 January 1, 2013 when the Reporting Person completed 12 months of continuous service, and 5% of the total number of shares vested or vests as the 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.

- (10) 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 January 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 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.

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