

McGee Daniel
Form 4
February 05, 2013

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 *
McGee Daniel

(Last) (First) (Middle)

C/O SERVICENOW, INC., 4810
EASTGATE MALL

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ServiceNow, Inc. [NOW]

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2013

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)

SVP, ENGINEERING

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)
Common Stock	02/01/2013		M ⁽¹⁾	345,000	A \$ 3 345,638 ⁽²⁾	D	
Common Stock	02/01/2013		S ⁽¹⁾	5,600 ⁽³⁾	D \$ 26.3851 340,038 ⁽⁴⁾	D	
Common Stock	02/01/2013		S ⁽¹⁾	150,672 ⁽³⁾	D \$ 27.5837 189,366 ⁽⁵⁾	D	
Common Stock	02/01/2013		S ⁽¹⁾	188,728 ⁽³⁾	D \$ 28.1851 638 ⁽⁶⁾	D	

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Employee Stock Option (Right to Buy)	\$ 3	02/01/2013		M ⁽¹⁾	345,000	⁽⁷⁾ (8) 08/14/2021 ⁽⁹⁾	Common Stock 345,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McGee Daniel C/O SERVICENOW, INC. 4810 EASTGATE MALL SAN DIEGO, CA 92121	SVP, ENGINEERING

Signatures

Daniel R. McGee by Ethan Christensen,
Attorney-in-Fact 02/05/2013

__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 on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (2) Includes 638 shares acquired under the Issuer's Employee Stock Purchase Plan on January 31, 2013.
- (3) Represents the aggregate of sales effected on the same day at different prices pursuant to the 10b5-1 trading plan noted in footnote (1).
Represents the weighted average sales price per share. The shares sold at prices ranging from \$25.96 to \$26.94 per share. Full information
- (4) regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

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- Represents the weighted average sales price per share. The shares sold at prices ranging from \$26.96 to \$27.95 per share. Full information
- (5) regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

- Represents the weighted average sales price per share. The shares sold at prices ranging from \$27.96 to \$28.76 per share. Full information
- (6) regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

- (7) Immediately exercisable.

- (8) The stock option grant shall vest as to 1/4th of the total number of shares on August 15, 2012 and thereafter shall vest as to 1/48th of the total number of shares in equal monthly installments.

- (9) Corrects the expiration date of the stock option grant, which was erroneously reported on a Form 3 filed with the Securities & Exchange Commission on June 28, 2012.

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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