

Workday, Inc.  
Form 4  
December 18, 2015

**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 \*  
MCNAMARA MICHAEL M

(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)  
12/26/2013

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock	12/26/2013		P	5 A \$ 82.3611	36,268	I	By Flextronics International USA, Inc. 2005 Senior Executive Deferred Compensation Plan dtd 6/30/05
Class A Common Stock	12/27/2013		P	4 A \$ 82.0779	36,272	I	By Flextronics International USA, Inc.

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Class A Common Stock	01/13/2014	P	7	A	\$ 87.8502	36,279	I	2005 Senior Executive Deferred Compensation Plan dtd 6/30/05 <sup>(5)</sup>  By Flextronics International USA, Inc. 2005 Senior Executive Deferred Compensation Plan dtd 6/30/05
Class A Common Stock	01/15/2014	P	11	A	\$ 91.1443	36,290	I	By Flextronics International USA, Inc. 2005 Senior Executive Deferred Compensation Plan dtd 6/30/05
Class A Common Stock	02/27/2014	P	29	A	\$ 114.8899	36,319	I	By Flextronics International USA, Inc. 2005 Senior Executive Deferred Compensation Plan dtd 6/30/05
Class A Common Stock	02/28/2014	P	6	A	\$ 112.465	36,325	I	By Flextronics International USA, Inc. 2005 Senior Executive Deferred Compensation Plan dtd 6/30/05
Class A Common Stock	04/03/2014	P	9	A	\$ 87.4525	36,334	I	By Flextronics International USA, Inc. 2005 Senior Executive Deferred

Class A Common Stock	04/17/2014	P	14	A	\$ 79.9273	36,348	I	Compensation Plan dtd 6/30/05  By Flextronics International USA, Inc. 2005 Senior Executive Deferred Compensation Plan dtd 6/30/05
Class A Common Stock	04/21/2014	P	3	A	\$ 79.9104	36,351	I	By Flextronics International USA, Inc. 2005 Senior Executive Deferred Compensation Plan dtd 6/30/05
Class A Common Stock	05/28/2014	<u>P<sup>(2)</sup></u>	8	A	\$ 83.1538	36,359	I	By Flextronics International USA, Inc. 2005 Senior Executive Deferred Compensation Plan dtd 6/30/05
Class A Common Stock	06/13/2014	<u>P<sup>(2)(1)</sup></u>	13	A	\$ 83.26	36,372	I	By Flextronics International USA, Inc. 2005 Senior Executive Deferred Compensation Plan dtd 6/30/05
Class A Common Stock	06/16/2014	<u>P<sup>(1)</sup></u>	10	A	\$ 84.8887	36,382	I	By Flextronics International USA, Inc. 2005 Senior Executive Deferred Compensation Plan dtd 6/30/05

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Class A Common Stock	07/01/2014	P	28	A	\$ 90.6695	36,410	I	By Flextronics International USA, Inc. 2005 Senior Executive Deferred Compensation Plan dtd 6/30/05
Class A Common Stock	11/13/2014	P	5	A	\$ 93.35	36,415	I	By Flextronics International USA, Inc. 2005 Senior Executive Deferred Compensation Plan dtd 6/30/05
Class A Common Stock	11/20/2014	<u>S<sup>(2)</sup></u>	16	D	\$ 91.9968	36,399	I	By Flextronics International USA, Inc. 2005 Senior Executive Deferred Compensation Plan dtd 6/30/05
Class A Common Stock	01/29/2015	S	38	D	\$ 78.3498	36,361	I	By Flextronics International USA, Inc. 2005 Senior Executive Deferred Compensation Plan dtd 6/30/05
Class A Common Stock	08/03/2015	<u>P<sup>(3)</sup></u>	4	A	\$ 83.3299	36,365	I	By Flextronics International USA, Inc. 2005 Senior Executive Deferred Compensation Plan dtd 6/30/05
Class A Common Stock						149,754 <sup>(4)</sup>	D	

Class A  
Common  
Stock 4,000 I By Mr.  
McNamara's  
child. <sup>(5)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCNAMARA MICHAEL M C/O WORKDAY, INC. 6230 STONERIDGE MALL ROAD PLEASANTON, CA 94588		X		

## Signatures

/s/ Melanie Vinson,  
attorney-in-fact 12/18/2015  
\*\*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) The Reporting Person's sale of 11,416 shares of the Issuer's Class A Common Stock on November 28, 2014, which sale was previously reported on a Form 4 filed by the Reporting Person with the Securities and Exchange Commission (the "SEC") on December 2, 2014, was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 5 shares with the Reporting Person's purchase of

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shares on June 13, 2014, and with the Reporting Person's purchase of 10 shares on June 16, 2014, which purchases are reported on this Form 4. The Reporting Person has paid to the Issuer \$1,724.81, representing the full amount of the profit realized in connection with these short-swing transactions.

- (2) The Reporting Person's sale of 16 shares of the Issuer's Class A Common Stock on November 20, 2014 was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 8 shares, with the Reporting Person's purchase of 8 shares on May 28, 2014, and to the extent of 8 shares, with the Reporting Person's purchase of 8 shares on June 13, 2014. The Reporting Person has paid to the Issuer \$140.64, representing the full amount of the profit realized in connection with these short-swing transactions.

- (3) The Reporting Person's sale of 5,556 shares of the Issuer's Class A Common Stock on March 3, 2015, which sale was previously reported on a Form 4 filed by the Reporting Person with the SEC on March 5, 2015, was matchable under Section 16(b) of the Securities Exchange Act of 1934, with the Reporting Person's purchase of 4 shares reported on this line. The Reporting Person has paid to the Issuer \$26.68 representing the full amount of the profit realized in connection with these short-swing transactions.

- (4) Includes grant of 4,632 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, 2016.

- (5) The Reporting Person 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 the purposes of Section 16 or for any other purposes.

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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