Carter David Joseph Form 4 May 30, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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See Instruction

Check this box

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subject to

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

1(b).

(Print or Type Responses)

1. Name and Carter Dav		2. Issuer Name and Ticker or Trading Symbol Cornerstone OnDemand Inc [CSOD]]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
ONDEMA	(First) (NERSTONE ND, INC., 1601 ELD BLVD., SUI		of Earliest Transaction Day/Year) 2013				Director 10% Owner X Officer (give title Other (specify below) Senior Vice President of Sales				
				endment, I nth/Day/Ye	Oate Origin ar)	nal	1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SANTA MONICA, CA 90404				Ī				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non	Derivativ	e Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution I any (Month/Day	Date, if	3. 4. Securities Acquired (A Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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	05/28/2013			M	245	A	\$ 12.54	13,745	D		
Common Stock	05/28/2013			S	245	D	\$ 40.1065	13,500	D		

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

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number.

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. Transacti Code (Instr. 8)	Derivative	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
Employee Stock Option (right to buy)	\$ 12.54	05/28/2013		M	245	<u>(2)</u>	10/01/2021	Common Stock	245

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Carter David Joseph C/O CORNERSTONE ONDEMAND, INC. 1601 CLOVEFIELD BLVD., SUITE 620 SOUTH SANTA MONICA, CA 90404

Senior Vice President of Sales

8. F Der Sec (Ins

Signatures

/s/ Adam J. Weiss, by power of attorney 05/30/2013

**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).
- This sale price represents the weighted average sale price of the shares sold ranging from \$40.00 to \$40.18 per share. Upon request by the (1) Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- One-fourth of the shares subject to the option vested on October 1, 2012 and one forty-eighth of the shares will vest monthly thereafter, provided that the Reporting Person is a service provider on each such vesting date.

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.

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