

Bozzini James
Form 4
January 11, 2019

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 *
Bozzini James

(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)
01/09/2019

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)
COO & Executive Vice President

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Class A Common Stock	01/09/2019		S ⁽¹⁾	1,938 D	\$ 165.7178 (2)	216,390 ⁽³⁾ (4)	D
Class A Common Stock	01/09/2019		S ⁽¹⁾	12,529 D	\$ 167.0164 (5)	203,861 ⁽³⁾	D
Class A Common Stock	01/09/2019		S ⁽¹⁾	15,983 D	\$ 167.7802 (6)	187,878 ⁽³⁾	D
Class A Common	01/09/2019		S ⁽¹⁾	1,800 D	\$ 168.5711	186,078 ⁽³⁾	D

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Stock	(7)			
Class A Common Stock	99,235	I	By the Bozzini Revocable Trust dtd 5/10/2004	
Class A Common Stock	11,077	I	By the Bozzini Irrevocable Trust dtd 7/12/2012 FBO Child 1	
Class A Common Stock	11,077	I	By the Bozzini Irrevocable Trust dtd 7/12/2012 FBO Child 2	
Class A Common Stock	11,077	I	By the Bozzini Irrevocable Trust dtd 7/12/2012 FBO Child 3	

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. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or

					Number of Shares
Stock Option (right to buy)	\$ 7.05	<u>(8)</u>	05/04/2022	Class A Common Stock	43,750
Stock Option (right to buy)	\$ 2.3	<u>(9)</u>	02/18/2021	Class A Common Stock	5,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bozzini James C/O WORKDAY, INC. 6110 STONERIDGE MALL ROAD PLEASANTON, CA 94588			COO & Executive Vice President	

Signatures

/s/ Juliana Capata,
attorney-in-fact

01/11/2019

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$165.4300 to \$166.4299, inclusive. The Reporting Person undertakes to provide 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.
- (2) Includes 115,555 Restricted Stock Units (RSUs) that entitle the Reporting Person to receive one share of Class A Common Stock upon settlement, from original grants consisting of i) 46,492 RSUs with a grant date of 04/15/2015; ii) 46,492 RSUs with a grant date of 04/15/2016; iii) 66,302 RSUs with a grant date of 4/14/2017; and iv) 50,869 RSUs with a grant date of 4/15/2018; each of which vested or will vest as to 25% of the underlying shares on the one-year anniversary of grant then quarterly thereafter. All grants are subject to the Reporting Person's continued service with the Issuer on the applicable vesting dates.
- (3) Includes 34 shares of Class A Common Stock that were purchased through the Issuer's Employee Stock Purchase Program.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$166.4300 to \$167.4299, inclusive. The Reporting Person undertakes to provide 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) Includes 34 shares of Class A Common Stock that were purchased through the Issuer's Employee Stock Purchase Program.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$167.4300 to \$168.4299, inclusive. The Reporting Person undertakes to provide 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) Includes 34 shares of Class A Common Stock that were purchased through the Issuer's Employee Stock Purchase Program.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$167.4300 to \$168.4299, inclusive. The Reporting Person undertakes to provide 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) Includes 34 shares of Class A Common Stock that were purchased through the Issuer's Employee Stock Purchase Program.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$167.4300 to \$168.4299, inclusive. The Reporting Person undertakes to provide 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.
- (7)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$168.4300 to \$169.4299, inclusive. The Reporting Person undertakes to provide 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.

- (8) This stock option grant became fully vested on January 1, 2018.
- (9) This stock option grant became fully vested on January 1, 2017.

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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