Tableau Software Inc
Form 4
August 22, 2014

FORM 4

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

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
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BARRETT M JAMES

(Last) (First) (Middle)

1954 GREENSPRING DRIVE, SUITE 600

(Street)

TIMONIUM, MD 21093

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Tableau Software Inc [DATA]

3. Date of Earliest Transaction (Month/Day/Year)
08/20/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	08/20/2014		C[(1)]		1,607,096	A	[(2)]	1,607,096	I	See Note 3 [(3)]
Class A Common Stock	08/20/2014		J[(4)]		1,607,096	D	$ 0	0	I	See Note 3 [(3)]
Class A Common Stock	08/20/2014		J[(5)]		493,378	A	$ 0	493,378	I	See Note 6 [(6)]
Class A Common	08/20/2014		J[(7)]		493,378	D	$ 0	0	I	See Note 6 [(6)]

Stock								
Class A Common Stock	08/20/2014	J[8]	17,424	A	$ 0	17,424	D	
Class A Common Stock	08/20/2014	J[9]	8,712	A	$ 0	8,712	I	See Note 10 [10]
Class A Common Stock	08/20/2014	J[11]	3,673	A	$ 0	3,673	I	See Note 12 [12]
Class A Common Stock	08/20/2014	J[13]	5,039	A	$ 0	5,039	I	See Note 14 [14]
Class A Common Stock	08/20/2014	J[16]	89,411	A	$ 0	89,411	I	See Note 15 [15]
Class A Common Stock	08/21/2014	S	20,652	D	$ 59.19 [18]	68,759	I	See Note 15 [15]
Class A Common Stock	08/21/2014	S	9,348	D	$ 59.79 [19]	59,411	I	See Note 15 [15]
Class A Common Stock	08/21/2014	S	10,055	D	$ 59.7333 [20]	7,369	D	
Class A Common Stock	08/21/2014	S	400	D	$ 60.5563 [21]	6,969	D	
Class A Common Stock	08/21/2014	S	3,330	D	$ 60.0171 [22]	343	I	See Note 12 [12]
Class A Common Stock	08/21/2014	S	343	D	$ 59.7017 [23]	0	I	See Note 12 [12]
Class A Common Stock	08/21/2014	S	4,939	D	$ 59.488 [24]	100	I	See Note 14 [14]
Class A Common Stock	08/21/2014	S	100	D	$ 60.65	0	I	See Note 14 [14]
Class A Common Stock	08/21/2014	S	8,712	D	$ 59.8861 [25]	0	I	See Note 10 [10]

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(2)	08/20/2014		C			1,607,096	(2)	(17)	Class A Common Stock	1,607,09

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRETT M JAMES 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X		

Signatures

/s/ Sasha Keough, attorney-in-fact	08/22/2014
**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) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock.

(2) Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer, whether or not for value and whether voluntary or involuntary or by operation of law, except for certain transfers described in the Issuer's Amended and Restated Certificate of Incorporation, including, without limitation, certain transfers for tax and estate planning purposes.

(3) The Reporting Person is a manager of NEA 11 GP, LLC, which is the sole general partner of NEA Partners 11, Limited Partnership ("NEA Partners 11"). NEA Partners 11 is the sole general partner of New Enterprise Associates 11, Limited Partnership ("NEA 11"), the direct beneficial owner of the Shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of the such portion of the Shares held by NEA 11 in which the Reporting

Person has no pecuniary interest.

(4) NEA 11 made a pro rata distribution for no consideration of an aggregate of 1,607,096 shares of Class A Common Stock of the Issuer to its general partner and its limited partners on August 20, 2014.

(5) NEA Partners 11 received 493,378 shares of Class A Common Stock of the Issuer in the distribution by NEA 11 on August 20, 2014.

(6) The Reporting Person is a manager of NEA 11 GP, LLC, the sole general partner of NEA Partners 11, the direct beneficial owner of the Shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of such portion of the shares of Class A Common Stock of the Issuer held by NEA Partners 11 in which the Reporting Person has no pecuniary interest.

(7) NEA Partners 11 made a pro rata distribution for no consideration of an aggregate of 493,378 shares of Class A Common Stock of the Issuer to its limited partners on August 20, 2014.

(8) The Reporting Person received 17,424 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 11 on August 20, 2014.

(9) The Barrett 2006 Family Trust received 8,712 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 11 on August 20, 2014.

(10) The shares are directly held by the Barrett 2006 Family Trust. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of the such portion of the shares of Class A Common Stock of the Issuer held by the Barrett 2006 Family Trust in which the Reporting Person has no pecuniary interest.

(11) The April P. Barrett Grandchildren's Trust (the "Grandchildren's Trust") received 3,673 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 11 on August 20, 2014.

(12) The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of such portion of the shares of Class A Common Stock of the Issuer held by the Grandchildren's Trust in which the Reporting Person has no pecuniary interest.

(13) The Radhika Barrett Trust (the "Radhika Barrett Trust") received 5,039 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 11 on August 20, 2014.

(14) The Reporting Person is the trustee of the Radhika Barrett Trust, which is the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of such portion of the shares of Class A Common Stock of the Issuer held by the Radhika Barrett Trust in which the Reporting Person has no pecuniary interest.

(15) The Reporting Person is a member of the Board of Directors of New Enterprise Associates LLC ("NEA LLC") which is the direct beneficial owner of the shares of Class A Common Stock of the Issuer. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of such portion of the shares of Class A Common Stock of the Issuer held by NEA LLC in which the Reporting Person has no pecuniary interest.

(16) NEA LLC received 89,411 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 11 on August 20, 2014.

(17) Not applicable.

(18) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $58.60 to $59.59, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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 set forth in this footnote (18) to this Form 4.

(19) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $59.60 to $59.86, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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 set forth in this footnote (19) to this Form 4.

(20) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $59.41 to $60.33, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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 set forth in this footnote (20) to this Form 4.

(21) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $60.41 to $60.75, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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 set forth in this footnote (21) to this Form 4.

(22) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $59.74 to $60.73, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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 set forth in this footnote (22) to this Form 4.

(23) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $59.69 to $59.73, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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 set forth in this footnote (23) to this Form 4.

(24) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $59.26 to $59.74, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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 set forth in this footnote (24) to this Form 4.

(25) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $59.62 to $60.31, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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 set forth in this footnote (25) to this Form 4.

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.