

Workday, Inc.
Form 4
June 21, 2013

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 *
Stankey Michael A.

(Last) (First) (Middle)
C/O WORKDAY, INC., 6230
STONERIDGE MALL ROAD
(Street)

PLEASANTON, CA 94550

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Workday, Inc. [WDAY]

3. Date of Earliest Transaction (Month/Day/Year)
06/19/2013

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)
President and COO

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)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	06/19/2013		C		2,211 (1)	A	\$ 0	2,211	I	By the Michael Alan Stankey Grantor Retained Annuity Trust
Class A Common Stock	06/19/2013		S(2)		1,100	D	\$ 61.9455 (3)	1,111	I	By the Michael Alan Stankey

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Class A Common Stock	06/19/2013	<u>S⁽²⁾</u>	1,111	D	\$ 62.7667 <u>(4)</u>	0	I	Grantor Retained Annuity Trust By the Michael Alan Stankey Grantor Retained Annuity Trust
Class A Common Stock	06/20/2013	C	<u>2,211</u> <u>(1)</u>	A	\$ 0	2,211	I	By the Michael Alan Stankey Grantor Retained Annuity Trust
Class A Common Stock	06/20/2013	<u>S⁽²⁾</u>	1,211	D	\$ 62.8234 <u>(5)</u>	1,000	I	By the Michael Alan Stankey Grantor Retained Annuity Trust
Class A Common Stock	06/20/2013	<u>S⁽²⁾</u>	1,000	D	\$ 63.5003 <u>(6)</u>	0	I	By the Michael Alan Stankey Grantor Retained Annuity Trust
Class A Common Stock	06/19/2013	M	4,461	A	\$ 0.65	4,997	D	
Class A Common Stock	06/19/2013	<u>S⁽²⁾</u>	2,300	D	\$ 61.8961 <u>(7)</u>	2,697	D	
Class A Common Stock	06/19/2013	<u>S⁽²⁾</u>	2,161	D	\$ 62.7937 <u>(8)</u>	536	D	
Class A Common	06/12/2013	M	4,461	A	\$ 0.65	4,997	D	

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Stock

Class A Common Stock	06/12/2013		S ⁽²⁾	2,761	D	\$ 62.9067 (9)	2,236	D
Class A Common Stock	06/12/2013		S ⁽²⁾	1,700	D	\$ 63.5038 (10)	536	D

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(11)</u> <u>(12)</u>	06/19/2013		C	2,211	<u>(11)</u> <u>(12)</u> <u>(11)</u> <u>(12)</u>	Class A Common Stock	2,211
Class B Common Stock	<u>(11)</u> <u>(12)</u>	06/20/2013		C	2,211	<u>(11)</u> <u>(12)</u> <u>(11)</u> <u>(12)</u>	Class A Common Stock	2,211
Stock Option (right to	\$ 0.65	06/19/2013		M	4,461	<u>(13)</u> 10/26/2019	Class A Common Stock	4,461

buy)									
Stock								Class A	
Option	\$ 0.65	06/20/2013		M	4,461	(13)	10/26/2019	Common	4,461
(right to buy)								Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stankey Michael A. C/O WORKDAY, INC. 6230 STONERIDGE MALL ROAD PLEASANTON, CA 94550			President and COO	

Signatures

/s/ Stacy Taylor,
attorney-in-fact

06/21/2013

**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) Represents the number of shares that were acquired by the holder upon conversion of the shares of Class B Common Stock into Class A Common Stock at their election, pursuant to the Issuer's Restated Certificate of Incorporation (the "Charter").
- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 15, 2013.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.41 to \$62.4099, inclusive. The reporting person undertakes 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.41 to \$63.4099, inclusive. The reporting person undertakes 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.42 to \$63.4199, inclusive. The reporting person undertakes 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.42 to \$64.4199, inclusive. The reporting person undertakes 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.41 to \$62.4099, inclusive. The reporting person undertakes 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.41 to \$63.4099, inclusive. The reporting person undertakes to Workday, Inc., any security holder of Workday, Inc., or the staff of

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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.

- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.42 to \$63.4199, inclusive. The reporting person undertakes 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.

- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.42 to \$64.4199, inclusive. The reporting person undertakes 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.

- (11) Each share of Class B Common Stock is convertible, at any time at the option of the holder, into one (1) share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one (1) share of Class A Common Stock upon any transfer, whether or not for value, which occurs after the closing of the Issuer's initial public offering (the "IPO"), except for certain permitted transfers described in, and transfers to any "permitted transferee" as defined in, the Issuer's restated certificate of incorporation in effect as of the date hereof. The shares of Class B Common Stock have no expiration date.

- (12) All shares of Class A and Class B Common Stock will convert automatically into shares of a single class of Common Stock upon the earliest to occur of the following: (a) upon the election by the holders of a majority of the then outstanding shares of Class B Common Stock, (b) the date when the number of outstanding shares of Class B Common Stock represents less than 9% of all outstanding shares of Class A and Class B Common Stock, (c) October 11, 2032, or (d) nine (9) months after the death of the later to die of David A. Duffield and Aneel Bhusri. The shares of Class A and Class B Common Stock have no expiration date.

- (13) The stock option grant is under the Issuer's 2005 Stock Plan and vests as follows: 20% of the total number of shares vested on October 1, 2010 when Mr. Stankey completed 12 months of continuous service, and 5% of the total number of shares vests as Mr. Stankey completes each 3-month period of continuous service thereafter. This option grant will be exercisable in full or in part at any time, but the unvested portion is subject to the Issuer's right to repurchase the shares at the original exercise price in the event of Mr. Stankey's termination for any reason.

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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