

SMITH GRAHAM
Form 4
May 25, 2012

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 *
SMITH GRAHAM

(Last) (First) (Middle)

THE LANDMARK@ONE
MARKET STREET, SUITE 300

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SALESFORCE COM INC [CRM]

3. Date of Earliest Transaction
(Month/Day/Year)
05/23/2012

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)

Chief Financial Officer

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/23/2012 ⁽¹⁾		M		3,000 A \$ 52.28	20,092	D
Common Stock	05/23/2012		M		313 A \$ 0.001	20,405	D
Common Stock	05/23/2012 ⁽¹⁾		S		3,000 D \$ 147.02	17,405	D
Common Stock	05/24/2012		S		148 D \$ 149.359	17,257	D
Common Stock	05/24/2012		M		354 A \$ 0.001	17,611	D

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) Acquisition/Disposition of Derivative and/or Non-Derivative securities is pursuant to a 10b5-1 Plan.

The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$149.21 to \$149.36 inclusive. The reporting person undertakes to provide to salesforce.com, inc., any security holder of salesforce.com, 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 set forth above.

(3) Option is exercisable and vests over four years at the rate of 25% of the total shares granted on the first anniversary of the holder's date of grant, as listed in the table, with the balance vesting in equal monthly installments over the remaining 36 months.

Each restricted stock unit represents a right to receive one share of the Issuer's common stock upon vesting. Restricted stock units vest over four years, with 25% of the units vesting on the first anniversary of the holder's date of grant, as listed in the table, and the balance vesting in equal quarterly installments over the remaining 36 months. Vested amounts will be settled and delivered to the holder on each 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.