

Workday, Inc.  
Form 4  
March 03, 2015

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BATTLE A GEORGE**

(Last) (First) (Middle)

**C/O WORKDAY, INC., 6230  
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)  
**02/27/2015**

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------|---|---|---|---|--|--|---|
| Class A<br>Common<br>Stock           | 02/27/2015                              |   | C                                       | 25,000 A \$ 0   | 38,356 <sup>(1)</sup>  | D  |   |
| Class A<br>Common<br>Stock           | 02/27/2015                              |   | G                                       | 25,000 D \$ 0   | 13,356 <sup>(1)</sup>  | D <sup>(2)</sup>   |   |
| Class A<br>Common<br>Stock           | 02/27/2015                              |   | G                                       | 25,000 A \$ 0   | 60,000   | I  | By Battle<br>Family<br>Foundation <sup>(3)</sup>                  |
| Class A<br>Common                    | 02/27/2015                              |   | S <sup>(4)</sup>                        | 7,468 D \$<br>85.6246   | 22,532   | I  | By A. George<br>Battle 2011                                       |

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|                            |            |      |       |   |           |         |        |   |   |
|----------------------------|------------|------|-------|---|-----------|---------|--------|---|---|
| Stock                      |            |      |       |   | (5)       |         |        |   | Separate<br>Property Trust                                  |
| Class A<br>Common<br>Stock | 02/27/2015 | S(4) | 5,110 | D | \$<br>(6) | 86.8674 | 17,422 | I | By A. George<br>Battle 2011<br>Separate<br>Property Trust   |
| Class A<br>Common<br>Stock | 02/27/2015 | S(4) | 1,874 | D | \$<br>(7) | 87.6866 | 15,548 | I | By A. George<br>Battle 2011<br>Separate<br>Property Trust   |
| Class A<br>Common<br>Stock | 02/27/2015 | S(4) | 548   | D | \$<br>(8) | 88.6699 | 15,000 | I | By A. George<br>Battle 2011<br>Separate<br>Property Trust   |
| Class A<br>Common<br>Stock |            |      |       |   |           |         | 30,000 | I | By the<br>Perkins-Battle<br>2011 Trust<br>DTD<br>10/26/2011 |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. P<br>Deri<br>Secr<br>(Ins |                                     |
|---|--|---|---|--------------------------------------|--|--|---|------------------------------|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                        | Amount<br>or<br>Number<br>of Shares |
| Class B<br>Common<br>Stock                          | (9) (10)   | 02/27/2015                              |   | C                                    | 25,000   | (9)(10)  | (9)(10)   | Class A<br>Common<br>Stock   | 25,000                              |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director   10% Owner   Officer   Other

BATTLE A GEORGE  
C/O WORKDAY, INC.  
6230 STONERIDGE MALL ROAD  
PLEASANTON, CA 94588

X

## Signatures

/s/ Melanie Vinson,  
attorney-in-fact

03/03/2015

\_\_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) Includes 5,720 RSUs granted under the Issuer's 2012 Equity Incentive Plan, which vests one-hundred percent (100%) on May 15, 2015.
- (2) The Reporting Person no longer has a reportable beneficial interest in 9,000 shares of Class A Common Stock of the Issuer owned by a family member and included in the Reporting Person's prior ownership reports.
- (3) The Reporting Person is the trustee of the Battle Family Foundation.
- (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 9, 2015.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.3400 to \$86.3399, 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 \$86.3861 to \$87.3860, 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 \$87.3900 to \$88.3899, 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 \$88.4300 to \$89.4299, 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.
- (9) 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, 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.
- (10) 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.
- (11) The Reporting Person no longer has a reportable beneficial interest in 22,624 shares of Class B Common Stock of the Issuer owned by a family member and included in the Reporting Person's prior ownership reports.

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.