

Fernandez Gomez Luciano

Form 4

October 17, 2018

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fernandez Gomez Luciano

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
6110 STONERIDGE MALL ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
10/15/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Co-President

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

PLEASANTON, CA 94588

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock	10/15/2018		S ⁽¹⁾		742	D	\$ 127.0094 (2)
Class A Common Stock	10/15/2018		S ⁽¹⁾		291	D	\$ 127.7982 (4)
Class A Common Stock	10/15/2018		S ⁽⁵⁾		547	D	\$ 127.688 (6)
Class A Common Stock	10/15/2018		S ⁽⁷⁾		1,242	D	\$ 172,615 (3) 127.1329

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Stock

(8)

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

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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 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. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Fernandez Gomez Luciano 6110 STONERIDGE MALL ROAD PLEASANTON, CA 94588	Co-President

Signatures

/s/ Juliana Capata,
attorney-in-fact
10/17/2018

**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).

The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person and represent shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of

(1) restricted stock units (RSUs). These sales are mandated by the Issuer's election under its equity incentive plans to require the satisfaction of a tax withholding obligation to be funded by a "sell to cover" transaction and do not represent discretionary trades by the Reporting Person.

(2)

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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 \$126.6600 to \$127.6599, 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.

- (3) Includes 169,756 RSUs that entitle the Reporting Person to receive one share of Class A Common Stock upon settlement from original grants consisting of i) 36,401 RSUs with a grant date of 04/15/2016, 70,300 RSUs with a grant date of 3/16/2017, 47,205 RSUs with a grant date of 9/15/2017, and 74,347 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 and then quarterly thereafter, and ii) 12,884 RSUs with a grant date of 04/15/2015 which vested or will vest as to 25% of the underlying shares on the two-year anniversary of grant and then quarterly thereafter. All grants are subject to the Reporting Person's continued service with the Issuer on the applicable vesting dates.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$127.7579 to \$128.7578, 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) The sale reported in this Form 4 represents shares required to be sold by the Reporting Person to over tax withholding obligations in connection with vesting of Restricted Stock Units (RSUs). This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the Reporting Person.

- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$127.6800 to \$128.6799, 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) The sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.

- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$126.9400 to \$127.9399, 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.

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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