

Sisco Robynne
Form 4
April 17, 2019

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 *
Sisco Robynne

(Last) (First) (Middle)

C/O WORKDAY, INC., 6110
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)
04/15/2019

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)
Co-President & CFO

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 or Price		
Class A Common Stock	04/15/2019		S ⁽¹⁾		\$ 191.9441	D	
					123,005 ⁽³⁾		
Class A Common Stock	04/15/2019		S ⁽¹⁾		\$ 192.7471	D	
					116,122 ⁽³⁾		
Class A Common Stock	04/15/2019		S ⁽¹⁾		\$ 193.9115	D	
					113,402 ⁽³⁾		
Class A Common	04/15/2019		S ⁽¹⁾		\$ 113,102 ⁽³⁾	D	
					194.7433		

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Stock					(6)		
Class A Common Stock	04/15/2019	S ⁽¹⁾	100	D	\$ 195.64	113,002 ⁽³⁾	D
Class A Common Stock	04/16/2019	S ⁽⁷⁾	300	D	\$ 192.82 ⁽⁸⁾	112,702 ⁽³⁾	D
Class A Common Stock	04/16/2019	S ⁽⁷⁾	203	D	\$ 193.4734 ⁽⁹⁾	112,499 ⁽³⁾	D
Class A Common Stock	04/16/2019	S ⁽⁷⁾	1,960	D	\$ 194.8917 ⁽¹⁰⁾	110,539 ⁽³⁾	D
Class A Common Stock	04/16/2019	S ⁽⁷⁾	3,172	D	\$ 195.9082 ⁽¹¹⁾	107,367 ⁽³⁾	D
Class A Common Stock	04/16/2019	S ⁽⁷⁾	1,400	D	\$ 197.1336 ⁽¹²⁾	105,967 ⁽³⁾	D
Class A Common Stock	04/16/2019	S ⁽⁷⁾	4,760	D	\$ 197.87 ⁽¹³⁾	101,207 ⁽³⁾	D
Class A Common Stock	04/16/2019	S ⁽⁷⁾	34	D	\$ 198.55	101,173 ⁽³⁾	D

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 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 (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
Sisco Robynne C/O WORKDAY, INC. 6110 STONERIDGE MALL ROAD PLEASANTON, CA 94588			Co-President & CFO	

Signatures

/s/ Juliana Capata,
attorney-in-fact

04/17/2019

**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) 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 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$191.4200 to \$192.4199, 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 87,770 restricted stock units (RSUs) that entitle the Reporting Person to receive one share of Class A Common Stock per unit upon settlement from original grants consisting of 43,020 RSUs with a grant date of 4/15/2016, 54,247 RSUs with a grant date of 4/14/2017, and 66,521 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. All grants are subject to the Reporting Person's continued service with Workday 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 \$192.4200 to \$193.4199, 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$193.4200 to \$194.4199, 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.

(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 \$194.6400 to \$195.6399, 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 sales 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 \$192.3800 to \$193.3799, inclusive. The Reporting Person undertakes to provide to Workday, Inc., any security holder of Workday, Inc.,

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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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$193.3900 to \$194.3899, 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.

- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$194.4000 to \$195.3999, 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.

- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$195.4900 to \$196.4899, 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.

- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$196.5000 to \$197.4999, 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.

- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$197.5100 to \$198.5099, 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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