

MCNAMARA MICHAEL M  
Form 4  
December 06, 2018

**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 \*  
MCNAMARA MICHAEL M

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)

3. Date of Earliest Transaction (Month/Day/Year)  
12/03/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O WORKDAY, INC., 6110 STONERIDGE MALL ROAD

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	12/03/2018		S <sup>(1)</sup>	400	D	\$ 162.8425	6,489 <sup>(3)</sup> D <sup>(4)</sup>
Class A Common Stock	12/03/2018		S <sup>(1)</sup>	600	D	\$ 164.12 <sup>(5)</sup>	5,889 <sup>(3)</sup> D <sup>(4)</sup>
Class A Common Stock	12/03/2018		S <sup>(1)</sup>	1,246	D	\$ 165.1953 <sup>(6)</sup>	4,643 <sup>(3)</sup> D <sup>(4)</sup>
Class A Common Stock	12/03/2018		S <sup>(1)</sup>	900	D	\$ 166.0744	3,743 <sup>(3)</sup> D <sup>(4)</sup>

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Stock									<u>(7)</u>
Class A									\$
Common Stock	12/03/2018		<u>S</u> <sup>(1)</sup>	723	D	167,2911	3,020	<u>(3)</u>	D
									<u>(8)</u>

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	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 or Value of Underlying Securities (Instr. 3 and 4)
Stock Option (right to buy)	\$ 4.25					<u>(9)</u> 12/15/2021	Class A Common Stock	150,000
Stock Option (right to buy)	\$ 9.2					<u>(10)</u> 08/27/2022	Class A Common Stock	30,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCNAMARA MICHAEL M C/O WORKDAY, INC. 6110 STONERIDGE MALL ROAD PLEASANTON, CA 94588		X		

## Signatures

/s/ Juliana Capata,  
attorney-in-fact

12/05/2018

\_\_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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by The McNamara Family Trust U/A DTD 10/11/2001.
- (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 \$162.4300 to \$163.4299, 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 3,020 Restricted Stock Units (RSUs) granted under the Issuer's 2012 Equity Incentive Plan. The grant will entitle the Reporting Person to receive one share of Class A Common Stock for each vested RSU upon settlement, which will take place within 30 days of vesting. The RSUs will vest one-hundred percent (100%) on May 15, 2019, subject to the Report Person's continued service with the Issuer on such date.
- (4) The reported shares are held by the The McNamara Family Trust U/A DTD 10/11/2001, an irrevocable family trust, other than the shares underlying the RSUs described in FN 3.
- (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 \$163.7200 to \$164.7199, 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 \$164.7200 to \$165.7199, 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$165.75 to \$166.7499, 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.
- (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 \$166.9400 to \$167.9399, 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.
- (9) The stock option grant was issued under the Issuer's 2005 Stock Plan and was vested in full as of December 16, 2016. This option grant is exercisable in full or in part at any time.
- (10) The stock option grant was issued under the Issuer's 2005 Stock Plan and was vested in full as of January 1, 2014. This option grant is exercisable in full or in part at any time.

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.