

Bozzini James
Form 4
October 17, 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 *
Bozzini James

(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)
10/15/2018

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)
COO & Executive Vice President

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)
				(A) or (D)	Price		
Class A Common Stock	10/15/2018		S ⁽¹⁾	4,181 D	\$ 127.132 ⁽²⁾	219,094 ⁽³⁾	D
Class A Common Stock	10/15/2018		S ⁽¹⁾	800 D	\$ 127.7163 ⁽⁴⁾	218,294 ⁽³⁾	D
Class A Common Stock						99,235	I

By the
Bozzini
Revocable
Trust dtd
5/10/2004

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Class A Common Stock	11,077	I	By the Bozzini Irrevocable Trust dtd 7/12/2012 FBO Child 1
Class A Common Stock	11,077	I	By the Bozzini Irrevocable Trust dtd 7/12/2012 FBO Child 2
Class A Common Stock	11,077	I	By the Bozzini Irrevocable Trust dtd 7/12/2012 FBO Child 3

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.

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(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 Deriva Securit (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 2.3					(5)	02/18/2021	Class A Common Stock	5,750

Stock Option (right to buy)	\$ 7.05	(6)	05/04/2022	Class A Common Stock	43,750
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bozzini James C/O WORKDAY, INC. 6110 STONERIDGE MALL ROAD PLEASANTON, CA 94588			COO & Executive Vice President	

Signatures

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

**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 plan 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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$126.6200 to \$127.6199, 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.

(2)

Includes 115,555 RSUs that entitle the Reporting Person to receive one share of Class A Common Stock upon settlement, from original grants consisting of i) 46,492 RSUs with a grant date of 04/15/2015; ii) 46,492 RSUs with a grant date of 04/15/2016; iii) 66,302 RSUs with a grant date of 4/14/2017; and iv) 50,869 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 then quarterly thereafter. All grants are subject to the Reporting Person's continued service with the Issuer on the applicable vesting dates.

(3)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$127.6200 to \$128.6199, 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.

(4)

(5) This stock option grant became fully vested on January 1, 2017.

(6) This stock option grant became fully vested on January 1, 2018.

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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