

Bozzini James  
Form 4  
July 18, 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)  
07/16/2018

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)			
			Code	V	Amount or Price		
Class A Common Stock	07/16/2018		S(1)		\$ 3,293	D	
					132.8263 (2)		
					\$ 224,975 (3)		
					(4)	D	
Class A Common Stock	07/16/2018		S(1)		\$ 1,500	D	
					133.9373 (5)		
					\$ 223,475 (3)		
					(6)	D	
Class A Common Stock	07/16/2018		S(1)		\$ 200	D	
					135.27 (6)		
					\$ 223,275 (3)		
					(6)	D	
Class A Common					99,235	I	By Bozzini Revocable

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Stock						Trust dtd 5/10/2004
Class A Common Stock				11,077	I	By The Bozzini Irrevocable Trust dtd 4/12/2012
Class A Common Stock				11,077	I	By The Bozzini Irrevocable Trust dtd 4/12/2012
Class A Common Stock				11,077	I	By The Bozzini Irrevocable Trust dtd 4/12/2012

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

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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 Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 2.3					(7)	02/18/2021	Class A Common Stock	5,750
Stock Option (right to buy)	\$ 7.05					(8)	05/04/2022	Class A Common Stock	43,750

# 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, 07/18/2018  
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).
- (1) The sales reported in 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 RSUs. These sales are mandated by the Issuer's election under its equity incentive plan to require the satisfaction of tax withholding obligations 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 \$132.4675 to \$133.4674, 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 125,511 RSUs that entitle the Reporting Person to receive one share of Class A Common Stock upon settlement, from original grants consisting of 46,492 RSUs with a grant date of 4/15/2015, 46,492 RSUs with a grant date of 4/15/2016, 66,302 RSUs with a grant date of 4/14/2017, and 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 and then quarterly thereafter. All grants are subject to the Reporting Person's continued service with the Issuer on the applicable vesting dates.
  - (3) Includes 206 shares of Class A Common Stock that were purchased through the Issuer's Employee Stock Purchase Program.  
  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$133.5600 to \$134.5599, 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$135.2700 to \$136.2699, 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) 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. 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.