

Fernandez Gomez Luciano  
 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 \*  
 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  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 07/16/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Co-President

PLEASANTON, CA 94588

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Class A Common Stock            | 07/16/2018                           |  | S <sup>(1)</sup>               |   | \$ 132.8648   | D  |   |
|                                 |                                      |  |                                |   | 194,029 <sup>(3)</sup>  |  |   |
| Class A Common Stock            | 07/16/2018                           |  | S <sup>(1)</sup>               |   | \$ 133.8133   | D  |   |
|                                 |                                      |  |                                |   | 300   |  |   |
| Class A Common Stock            | 07/16/2018                           |  | S <sup>(1)</sup>               |   | \$ 135.1  | D  |   |
|                                 |                                      |  |                                |   | 200   |  |   |
| Class A Common Stock            | 07/17/2018                           |  | S <sup>(6)</sup>               |   | \$ 129.9  | D  |   |
|                                 |                                      |  |                                |   | 100   |  |   |

Stock

|              |            |  |                  |       |    |            |                        |   |
|--------------|------------|--|------------------|-------|----|------------|------------------------|---|
| Class A      |            |  |                  |       | \$ |            |                        |   |
| Common Stock | 07/17/2018 |  | S <sup>(6)</sup> | 700   | D  | 132.1357   | 192,729 <sup>(3)</sup> | D |
|              |            |  |                  |       |    | <u>(8)</u> |                        |   |
| Class A      |            |  |                  |       |    | \$         |                        |   |
| Common Stock | 07/17/2018 |  | S <sup>(6)</sup> | 1,097 | D  | 133.2571   | 191,632 <sup>(3)</sup> | D |
|              |            |  |                  |       |    | <u>(9)</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.**

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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. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |  |  |

## Reporting Owners

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

## Signatures

/s/ Juliana Capata,  
attorney-in-fact

07/18/2018

\_\_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 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.

(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 \$132.4800 to \$133.4799, 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 189,434 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 \$133.6200 to \$134.6199, 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.

(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 \$134.9300 to \$135.9299, 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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.

(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 \$129.9000 to \$130.8999, 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 \$131.5500 to \$132.5499, 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$132.8300 to \$133.8299, 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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