

Tableau Software Inc
 Form 4
 February 10, 2015

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 *
 Walker Thomas E Jr
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 Tableau Software Inc [DATA]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

C/O TABLEAU SOFTWARE, INC., 837 N. 34TH ST., SUITE 200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/09/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

SEATTLE, WA 98103
 (City) (State) (Zip)

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

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 | 02/09/2015 | | C | | 130,000 ⁽¹⁾ | A | \$ 0 154,868 D |
| Class A Common Stock | 02/09/2015 | | S | | 58,009 ⁽²⁾ | D | \$ 93.1 ⁽³⁾ 96,859 D |
| Class A Common Stock | 02/09/2015 | | S | | 62,503 ⁽²⁾ | D | \$ 93.81 ⁽⁴⁾ 34,356 D |
| Class A Common | 02/09/2015 | | S | | 9,488 ⁽²⁾ | D | \$ 24,868 D |
| | | | | | | | 94.98 |

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| | | | | |
|----------------------------|------------|--------|---|----------|
| Stock | <u>(5)</u> | | | |
| Class A Common Stock | | 43,026 | I | By Trust |

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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--------|--|-----------------|---|--------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount |
| Stock Option (Right to Buy) | \$ 1.5 | 02/09/2015 | | M | | 55,500 | <u>(6)</u> | 02/23/2020 | Class B Common Stock | 55,500 |
| Class B Common Stock | <u>(7)</u> | 02/09/2015 | | M | | 55,500 | <u>(7)</u> | <u>(8)</u> | Class A Common Stock | 55,500 |
| Stock Option (Right to Buy) | \$ 1.75 | 02/09/2015 | | M | | 9,583 | <u>(6)</u> | 08/03/2020 | Class B Common Stock | 9,583 |
| Class B Common Stock | <u>(7)</u> | 02/09/2015 | | M | | 9,583 | <u>(7)</u> | <u>(8)</u> | Class A Common Stock | 9,583 |
| Stock Option (Right to Buy) | \$ 5.92 | 02/09/2015 | | M | | 38,437 | <u>(6)</u> | 03/29/2021 | Class B Common Stock | 38,437 |
| Class B Common Stock | <u>(7)</u> | 02/09/2015 | | M | | 38,437 | <u>(7)</u> | <u>(8)</u> | Class A Common Stock | 38,437 |
| Stock Option (Right to Buy) | \$ 9.3 | 02/09/2015 | | M | | 26,480 | <u>(9)</u> | 02/28/2022 | Class B Common Stock | 26,480 |

| | | | | | | | | |
|----------------------------|-----|------------|---|---------|-----|-----|----------------------------|-----|
| Class B Common Stock | (7) | 02/09/2015 | M | 26,480 | (7) | (8) | Class A Common Stock | 26 |
| Class B Common Stock | (7) | 02/09/2015 | C | 130,000 | (7) | (8) | Class A Common Stock | 130 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Walker Thomas E Jr C/O TABLEAU SOFTWARE, INC. 837 N. 34TH ST., SUITE 200 SEATTLE, WA 98103 | | | Chief Financial Officer | |

Signatures

/s/ Keenan Conder,
Attorney-in-fact

02/10/2015

**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) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock.
- (2) Shares sold pursuant to a 10b5-1 trading plan.
- (3) The shares were sold at prices ranging from \$92.53 to \$93.52. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) The shares were sold at prices ranging from \$93.53 to \$94.503. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (5) The shares were sold at prices ranging from \$94.803 to \$95.00. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (6) Fully vested.
- (7) Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer, whether or not for value and whether voluntary or involuntary or by operation of law, except for certain transfers described in the issuer's amended and restated certificate of incorporation, including, without limitation, certain transfers for tax and estate planning purposes.
- (8) Not applicable.
- (9) The option vests and becomes exercisable in equal monthly installments over the 48 months following the vesting start date.

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.