

MCNAMARA MICHAEL M  
Form 4  
June 22, 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)  
06/20/2018

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)
				Code V Amount (A) or (D) Price			
Class A Common Stock	06/20/2018		A	3,020 A \$ 0	26,644 <sup>(1)</sup> <sup>(2)</sup>	D	
Class A Common Stock	06/21/2018		S	19,755 D \$ 128.05 <sup>(3)</sup>	6,889 <sup>(1)</sup>	D	

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

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SEC 1474 (9-02)

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**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. Pri Deriv Secur (Instr			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4.25					<u>(4)</u>		12/15/2021		Class A Common Stock	150,000
Stock Option (Right to Buy)	\$ 9.2					<u>(5)</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  
06/22/2018  
\*\*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) 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.
- (2) The Reporting Person no longer has a reportable beneficial interest in 4,000 shares of Issuer's Class A Common Stock owned by the Reporting Person's child and included in the Reporting Person's prior ownership reports.

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- The Reporting Person contributed Issuer's Class A Common Stock to an exchange fund in exchange for shares of the exchange fund. The
- (3) Issuer's Class A Common Stock was valued at \$128.05 per share for the purpose of determining the number of shares of the exchange fund issuable to the Reporting Person.
  - (4) The stock option grant was issued under the Issuer's 2005 Stock Plan and vested 100% on December 16, 2016. This option grant is exercisable in full or in part at any time.
  - (5) The stock option grant was issued under the Issuer's 2005 Stock Plan and vested 100% on 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.

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