

BHUSRI ANEEL
Form 4
May 30, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
BHUSRI ANEEL

(Last) (First) (Middle)

C/O WORKDAY, INC., 6230
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)
05/28/2013

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)

Co-CEO and Chairman

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|----------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Class A Common Stock | 05/28/2013 | | J ⁽¹⁾ | | 168,571 ⁽²⁾ | A | \$ 0 168,571 | D |
| Class A Common Stock | 05/28/2013 | | J ⁽³⁾ | | 4,697 ⁽⁴⁾ | A | \$ 0 173,268 | D |
| Class A Common Stock | 05/28/2013 | | J ⁽⁵⁾ | | 13,659 ⁽⁶⁾ | A | \$ 0 186,927 | D |
| Class A Common | 05/28/2013 | | J ⁽¹⁾ | | 3,325,242 | D | \$ 0 0 | I See footnote |

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| | | | | | | | | |
|----------------------------|------------|--|------------------|--------|---|--------|---|----------------------------|
| Stock | | | | | | | | (1) (7) |
| Class A Common Stock | 05/28/2013 | | J ⁽³⁾ | 92,639 | D | \$ 0 0 | I | See footnote (3) (8) |
| Class A Common Stock | 05/28/2013 | | J ⁽⁵⁾ | 13,659 | D | \$ 0 0 | I | See footnote (5) (6) |

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

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BHUSRI ANEEL C/O WORKDAY, INC. 6230 STONERIDGE MALL ROAD PLEASANTON, CA 94588 | X | X | Co-CEO and Chairman | |

Signatures

/s/ James Shaughnessy, as attorney-in-fact
05/30/2013
**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) On May 28, 2013, Greylock XI Limited Partnership ("Greylock XI LP"), a venture capital partnership, distributed in-kind, without consideration, an aggregate of 3,325,242 shares of Class A Common Stock of the Issuer to its general and limited partners.
 - (2) Pro rata distribution from Greylock XI LP.
- (3) On May 28, 2013, Greylock XI-A Limited Partnership ("Greylock XI-A LP"), a venture capital partnership, distributed in-kind, without consideration, an aggregate of 92,639 shares of Class A Common Stock of the Issuer to its general and limited partners.
 - (4) Pro rata distribution from Greylock XI-A LP.
- (5) On May 28, 2013, Greylock XI Principals LLC ("Greylock XI Principals") distributed in-kind, without consideration, shares of Class A Common Stock of the Issuer to its members, which shares it was holding as nominee for the benefit of those members.
- (6) Distribution from Greylock XI Principals, which shares were being held as nominee for the benefit of Mr. Bhusri.

(7) Greylock XI GP Limited Partnership ("Greylock XI GP") is the sole general partner of Greylock XI LP. Aneel Bhusri, the Issuer's Co-Chief Executive Officer and Chairman, is a Managing Partner of Greylock XI GP. As a result, Greylock XI GP and Mr. Bhusri may be deemed to share voting and dispositive power with respect to the shares held directly by Greylock XI LP. Greylock XI GP, as well as Greylock XI-A LP and Mr. Bhusri, disclaim beneficial ownership of the securities held by Greylock XI LP except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission by Greylock XI GP, Greylock XI-A LP or Mr. Bhusri of beneficial ownership of these securities for purposes of Section 16 or for any other purposes.

(8) Greylock XI GP is the sole general partner of Greylock XI-A LP. Aneel Bhusri, the Issuer's Co-Chief Executive Officer and Chairman, is a Managing Partner of Greylock XI GP. As a result, Greylock XI GP and Mr. Bhusri may be deemed to share voting and dispositive power with respect to the shares held directly by Greylock XI-A LP. Greylock XI GP, as well as Greylock XI LP and Mr. Bhusri, disclaim beneficial ownership of the securities held by Greylock XI-A LP except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission by Greylock XI GP, Greylock XI LP or Mr. Bhusri of beneficial ownership of these securities for purposes of Section 16 or for any other purposes.

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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