

KERINS PATRICK J
Form 4
April 11, 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 *
KERINS PATRICK J

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)
1954 GREENSPRING
DRIVE, SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)
04/09/2013

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

(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

TIMONIUM, MD 21093

(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	04/09/2013		C		2,321,212	A	<u>(1)</u> 2,321,212	I	See Note 2 <u>(2)</u>
Class A Common Stock	04/09/2013		J ⁽³⁾		2,321,212	D	\$ 0 0	I	See Note 2 <u>(2)</u>
Class A Common Stock	04/09/2013		J ⁽⁴⁾		23,212	A	\$ 0 23,212	I	See Note 5 <u>(5)</u>
Class A Common	04/09/2013		J ⁽⁶⁾		23,212	D	\$ 0 0	I	See Note 5 <u>(5)</u>

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Stock									
Class A Common Stock	04/10/2013		C	2,321,212	A	<u>(7)</u>	2,321,212	I	See Note 8 <u>(8)</u>
Class A Common Stock	04/10/2013		J ⁽⁹⁾	2,321,212	D	\$ 0	0	I	See Note 8 <u>(8)</u>
Class A Common Stock	04/10/2013		J ⁽¹⁰⁾	23,212	D	\$ 0	23,212	I	See Note 11 <u>(11)</u>
Class A Common Stock	04/10/2013		J ⁽¹²⁾	23,212	D	\$ 0	0	I	See Note 11 <u>(11)</u>
Class A Common Stock	04/09/2013		J ⁽¹³⁾	1,171	A	\$ 0	1,171	D	
Class A Common Stock	04/10/2013		J ⁽¹⁴⁾	559	A	\$ 0	1,730	D	

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(15)</u> <u>(16)</u>	04/09/2013		C	2,321,212	<u>(15)</u> <u>(16)</u>	<u>(15)</u> <u>(16)</u>	Class A Common Stock <u>(16)</u>	2,321,212
Class B Common Stock	<u>(15)</u> <u>(16)</u>	04/10/2013		C	2,321,212	<u>(15)</u> <u>(16)</u>	<u>(15)</u> <u>(16)</u>	Class A Common Stock <u>(16)</u>	2,321,212

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- (12) NEA Partners 12 made a pro rata distribution for no consideration of an aggregate of 23,212 shares of Class A Common Stock of the Issuer to its limited partners on April 10, 2013.
- (13) The Reporting Person received 1,171 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 13 on April 9, 2013.
- (14) The Reporting Person received 559 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 12 on April 10, 2013.

- Each share of Class B Common Stock is convertible, at any time at the option of the holder, into one (1) share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one (1) share of Class A Common Stock upon any transfer, whether or not for value, except for certain permitted transfers described in, and transfers to any "permitted transferee" as defined in, the Issuer's restated certificate of incorporation in effect as of the date hereof. The shares of Class B Common Stock have no expiration date.
- (15)

- All shares of Class A and Class B Common Stock will convert automatically into shares of a single class of Common Stock upon the earliest to occur of the following: (a) upon the election by the holders of a majority of the then outstanding shares of Class B Common Stock, (b) the date when the number of outstanding shares of Class B Common Stock represents less than 9% of all outstanding shares of Class A and Class B Common Stock, (c) October 11, 2032 or (d) nine months after the death of the later to die of David A. Duffield and Aneel Bhusri. The shares of Class A and Class B Common Stock have no expiration date.
- (16)

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