

Duffield Cheryl D.
Form 4
October 17, 2012

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 *
Cheryl D. Duffield Trust

(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)
10/17/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying S (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|--|
| | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | V | (Instr. 3, 4, and 5) (A) | (D) | Date Exercisable | Expiration Date | Title |
|--------------------------------------|------------------------------|------------------|-----------------|---|--------------------------|-----|-----------------------|-----------------------|---|
| Series A Convertible Preferred Stock | <u>(1)</u> | 10/17/2012 | C | | 1,200,000 | | <u>(1)</u> | <u>(1)</u> | Class B Common Stock <u>(2)</u> <u>(3)</u> |
| Class B Common Stock | <u>(2)</u> <u>(3)</u> | 10/17/2012 | C | | 1,200,000 | | <u>(2)</u> <u>(3)</u> | <u>(2)</u> <u>(3)</u> | Class A Common Stock <u>(3)</u> |
| Series B Convertible Preferred Stock | <u>(1)</u> | 10/17/2012 | C | | 640,000 | | <u>(1)</u> | <u>(1)</u> | Class B Common Stock <u>(2)</u> <u>(3)</u> |
| Class B Common Stock | <u>(2)</u> <u>(3)</u> | 10/17/2012 | C | | 640,000 | | <u>(2)</u> <u>(3)</u> | <u>(2)</u> <u>(3)</u> | Class A Common Stock <u>(3)</u> |
| Series C Convertible Preferred Stock | <u>(1)</u> | 10/17/2012 | C | | 398,268 | | <u>(1)</u> | <u>(1)</u> | Class B Common Stock <u>(2)</u> <u>(3)</u> |
| Class B Common Stock | <u>(2)</u> <u>(3)</u> | 10/17/2012 | C | | 398,268 | | <u>(2)</u> <u>(3)</u> | <u>(2)</u> <u>(3)</u> | Class A Common Stock <u>(3)</u> |
| Series D Convertible Preferred Stock | <u>(1)</u> | 10/17/2012 | C | | 398,268 | | <u>(1)</u> | <u>(1)</u> | Class B Common Stock <u>(2)</u> <u>(3)</u> |
| Class B Common Stock | <u>(2)</u> <u>(3)</u> | 10/17/2012 | C | | 398,268 | | <u>(2)</u> <u>(3)</u> | <u>(2)</u> <u>(3)</u> | Class A Common Stock <u>(3)</u> |
| Series E Convertible Preferred Stock | <u>(1)</u> | 10/17/2012 | C | | 349,994 | | <u>(1)</u> | <u>(1)</u> | Class B Common Stock <u>(2)</u> <u>(3)</u> |
| Class B Common Stock | <u>(2)</u> <u>(3)</u> | 10/17/2012 | C | | 349,994 | | <u>(2)</u> <u>(3)</u> | <u>(2)</u> <u>(3)</u> | Class A Common Stock <u>(3)</u> |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Cheryl D. Duffield Trust
C/O WORKDAY, INC.
6230 STONERIDGE MALL ROAD
PLEASANTON, CA 94588 X

Duffield Cheryl D.
C/O WORKDAY, INC.
6230 STONERIDGE MALL ROAD
PLEASANTON, CA 94588 X

Signatures

/s/ Cheryl D. Duffield, Trustee of Cheryl D. Duffield Trust dated September 12, 1996 10/17/2012

**Signature of Reporting Person Date

/s/ Cheryl D. Duffield 10/17/2012

**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 convertible preferred stock automatically converted into one (1) share of Class B Common Stock immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
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
(2) 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.
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
(3) 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.
(4) The Cheryl D. Duffield Trust dated September 12, 1996 is a revocable living trust, of which Ms. Duffield is trustee and sole beneficiary.

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.