

Tableau Software Inc
Form 4
February 26, 2014

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Walker Thomas E Jr

(Last) (First) (Middle)

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

(Street)

SEATTLE, WA 98103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Tableau Software Inc [DATA]

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

02/24/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Class A Common Stock	02/24/2014		C	236,593 (1)	A \$ 0 261,822	D	
Class A Common Stock	02/24/2014		S	68,462 (2)	\$ 99.43 193,360 (3)	D	
Class A Common Stock	02/24/2014		S	168,131 (2)	\$ 99.99 25,229 (4)	D	
Class A Common	02/25/2014		C	60,907 (1)	A \$ 0 86,136	D	

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Stock

Class A Common Stock	02/25/2014	S	52,977 (2)	D	\$ 99.01 (5)	33,159	D
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Class A Common Stock	02/25/2014	S	7,930 (2)	D	\$ 99.77 (6)	25,229	D
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Class A Common Stock						83,026	I	By Trust
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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 (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 Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (Right to Buy)	\$ 0.18	02/24/2014		M			22,500	<u>(7)</u>	04/20/2016	Class B Common Stock	2
Class B Common Stock	<u>(8)</u>	02/24/2014		M		22,500		<u>(8)</u>	<u>(9)</u>	Class A Common Stock	2
Stock Option (Right to Buy)	\$ 0.18	02/24/2014		M			100,000	<u>(7)</u>	02/07/2017	Class B Common Stock	10
Class B Common Stock	<u>(8)</u>	02/24/2014		M		100,000		<u>(8)</u>	<u>(9)</u>	Class A Common Stock	10
Stock Option (Right to Buy)	\$ 0.24	02/24/2014		M			100,000	<u>(7)</u>	11/07/2017	Class B Common Stock	10

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Class B Common Stock	<u>(8)</u>	02/24/2014	M	100,000	<u>(8)</u>	<u>(9)</u>	Class A Common Stock	10
Stock Option (Right to Buy)	\$ 1.31	02/24/2014	M	14,093	<u>(7)</u>	02/25/2019	Class B Common Stock	1
Class B Common Stock	<u>(8)</u>	02/24/2014	M	14,093	<u>(8)</u>	<u>(9)</u>	Class A Common Stock	1
Class B Common Stock	<u>(8)</u>	02/24/2014	C	236,593	<u>(8)</u>	<u>(9)</u>	Class A Common Stock	23
Stock Option (Right to Buy)	\$ 1.31	02/25/2014	M	60,907	<u>(7)</u>	02/25/2019	Class B Common Stock	6
Class B Common Stock	<u>(8)</u>	02/25/2014	M	60,907	<u>(8)</u>	<u>(9)</u>	Class A Common Stock	6
Class B Common Stock	<u>(8)</u>	02/25/2014	C	60,907	<u>(8)</u>	<u>(9)</u>	Class A Common Stock	6

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/ Laura Hammond,
Attorney-in-fact

02/26/2014

__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 \$98.75 to \$99.741. 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.

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- (4) The shares were sold at prices ranging from \$99.75 to \$100.37. 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 \$98.44 to \$99.40. 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) The shares were sold at prices ranging from \$99.45 to \$100.171. 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.
 - (7) Fully vested.
- 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.
- (9) Not applicable.

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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