

Conder Keenan Michael
Form 4
August 18, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Conder Keenan Michael

(Last) (First) (Middle)
1621 N 34TH ST.
(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)
08/16/2017

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)
EVP, GC & Secretary

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	08/16/2017		C		2,000 (3) \$ 0	D	
Class A Common Stock	08/16/2017		S		1,604 (5) (6) \$ 70.7444	D	
Class A Common Stock	08/16/2017		S		396 (7) \$ 71.3637	D	
Class A Common	08/16/2017		S		1,393 (8) \$ 70.6839	D	

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Stock

Class A Common Stock	08/17/2017	C	<u>2,000</u> (3)	A	\$ 0	79,971	D
Class A Common Stock	08/17/2017	S	<u>1,612</u> (5) (9)	D	\$ 69.7027	78,359	D
Class A Common Stock	08/17/2017	S	<u>388</u> (10) (5)	D	\$ 70.4464	77,971	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)

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)		
					V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(1)</u>	08/16/2017		M		2,000		<u>(1)</u>	<u>(2)</u>	Class A Common Stock	2,000
Stock Option (Right to Buy)	\$ 7.17	08/16/2017		M		2,000		<u>(4)</u>	02/28/2022	Class B Common Stock	2,000
Class B Common Stock	<u>(1)</u>	08/16/2017		C		2,000		<u>(1)</u>	<u>(2)</u>	Class A Common Stock	2,000
Class B Common Stock	<u>(1)</u>	08/17/2017		M		2,000		<u>(1)</u>	<u>(2)</u>	Class A Common Stock	2,000
Stock Option (Right to	\$ 7.17	08/17/2017		M		2,000		<u>(4)</u>	02/28/2022	Class B Common Stock	2,000

Buy)

Class B Common Stock	(1)	08/17/2017	C	2,000	(1)	(2)	Class A Common Stock	2,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conder Keenan Michael 1621 N 34TH ST. SEATTLE, WA 98103			EVP, GC & Secretary	

Signatures

Keenan Conder
08/18/2017

**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 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.
 - (2) Not applicable.
 - (3) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock.
 - (4) The option vests and becomes exercisable at a rate of 25% on the first anniversary of the vesting start date and the remainder will vest in equal monthly installments over the 36 months following such anniversary.
 - (5) Shares were sold pursuant to a 10b5-1 Plan.
 - (6) The shares were sold at prices ranging from \$70.26 to \$71.25. 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) The shares were sold at prices ranging from \$71.27 to \$71.43. 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.
 - (8) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of certain RSUs, previously reported in Table I following the date of grant. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.
 - (9) The shares were sold at prices ranging from \$69.30 to \$70.30. 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.
 - (10) The shares were sold at prices ranging from \$70.36 to \$70.65. 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.

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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