

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>DUFFIELD DAVID A</u>  (Last) (First) (Middle) <u>C/O WORKDAY, INC.</u> <u>6110 STONERIDGE MALL ROAD</u>  (Street) <u>PLEASANTON CA 94588</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Workday, Inc. [ WDAY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/08/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	10/08/2018		C		374,488	A	\$0	484,990 <sup>(1)</sup>	D <sup>(2)</sup>	
Class A Common Stock	10/08/2018		s <sup>(3)</sup>		63,021	D	\$131.2291 <sup>(4)</sup>	421,969 <sup>(1)</sup>	D <sup>(2)</sup>	
Class A Common Stock	10/08/2018		s <sup>(3)</sup>		115,340	D	\$132.2244 <sup>(5)</sup>	306,629 <sup>(1)</sup>	D <sup>(2)</sup>	
Class A Common Stock	10/08/2018		s <sup>(3)</sup>		67,407	D	\$133.1255 <sup>(6)</sup>	239,222 <sup>(1)</sup>	D <sup>(2)</sup>	
Class A Common Stock	10/08/2018		s <sup>(3)</sup>		26,190	D	\$134.0426 <sup>(7)</sup>	213,032 <sup>(1)</sup>	D <sup>(2)</sup>	
Class A Common Stock	10/08/2018		s <sup>(3)</sup>		16,401	D	\$135.0545 <sup>(8)</sup>	196,631 <sup>(1)</sup>	D <sup>(2)</sup>	
Class A Common Stock	10/08/2018		s <sup>(3)</sup>		23,736	D	\$136.1315 <sup>(9)</sup>	172,895 <sup>(1)</sup>	D <sup>(2)</sup>	
Class A Common Stock	10/08/2018		s <sup>(3)</sup>		53,955	D	\$137.0955 <sup>(10)</sup>	118,940 <sup>(1)</sup>	D <sup>(2)</sup>	
Class A Common Stock	10/08/2018		s <sup>(3)</sup>		8,438	D	\$137.9004 <sup>(11)</sup>	110,502 <sup>(1)</sup>	D <sup>(2)</sup>	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class B Common Stock	(12)(13)	10/08/2018		C		374,488		(12)(13)	(12)(13)	Class A Common Stock	374,488	\$0	56,524,275	D <sup>(14)</sup>	

**Explanation of Responses:**

- Includes 16,376 RSUs that entitle the Reporting Person to receive one share of Class A Common Stock upon settlement, which will take place within 30 days of vesting, from original grants consisting of i)46,492 RSUs with a grant date of 4/15/2015 and 11,268 RSUs with a grant date of 4/15/2016, each of which vested or will vest as to 25% of the underlying shares on the one-year anniversary of grant and then quarterly thereafter; and ii) 2,728 RSUs with a grant date of 6/20/18 which will vest 100% on 5/15/19. All grants are subject to the Reporting Person's continued service with Workday on the applicable vesting date.
- The reported shares are held by the David A. Duffield Trust dated July 14, 1988, a revocable living trust, of which the Reporting Person is trustee and sole beneficiary, other than the shares underlying the RSUs described in Footnote 1.
- This sale was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the David A. Duffield Trust.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$130.6300 to \$131.6299, inclusive. The Reporting Person undertakes to provide to Workday, Inc., any security holder of Workday, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range(s) set forth in this footnote of this Form 4.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$131.6300 to \$132.6299, inclusive. The Reporting Person undertakes to provide to Workday, Inc., any security holder of Workday, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range(s) set forth in this footnote of this Form 4.
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$132.6300 to \$133.6299, inclusive. The Reporting Person undertakes to provide to Workday, Inc., any security holder of Workday, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range(s) set forth in this footnote of this Form 4.
7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$133.6300 to \$134.6299, inclusive. The Reporting Person undertakes to provide to Workday, Inc., any security holder of Workday, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range(s) set forth in this footnote of this Form 4.
8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$134.6400 to \$135.6399, inclusive. The Reporting Person undertakes to provide to Workday, Inc., any security holder of Workday, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range(s) set forth in this footnote of this Form 4.
9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$135.6400 to \$136.6399, inclusive. The Reporting Person undertakes to provide to Workday, Inc., any security holder of Workday, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range(s) set forth in this footnote of this Form 4.
10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$136.6400 to \$137.6399, inclusive. The Reporting Person undertakes to provide to Workday, Inc., any security holder of Workday, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range(s) set forth in this footnote of this Form 4.
11. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$137.6400 to \$138.6399, inclusive. The Reporting Person undertakes to provide to Workday, Inc., any security holder of Workday, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range(s) set forth in this footnote of this Form 4.
12. 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.
13. 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 (9) 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.
14. The reported shares are held by the David A. Duffield Trust dated July 14, 1988, a revocable living trust, of which the Reporting Person is trustee and sole beneficiary.

**Remarks:**

/s/ Juliana Capata, attorney-in-fact 10/10/2018

\*\* Signature of Reporting Person      Date

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

\* 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).

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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