Davies Christa Form 3 October 11, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

Washington, D.C. 20549

OMB 3235-0104 Number:

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

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

response...

burden hours per

(Print or Type Responses)

1. Name and Address of Reporting Person *

Davies Christa

(Last)

(First)

Statement

(Month/Day/Year)

10/11/2012

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Workday, Inc. [WDAY]

C/O WORKDAY, INC., 6230

(Middle)

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

5. If Amendment, Date Original

Filed(Month/Day/Year)

STONERIDGE MALL ROAD

(Street)

X Director Officer

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

PLEASANTON, Â CAÂ 94588

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Date

Expiration

Title

Derivative Amount or Security Number of Shares

Security: Direct (D) or Indirect

(I)

						(Instr. 5)	
Stock Option (Right to Buy)	(1)	08/27/2022	Class B Common Stock (2) (3)	150,000	\$ 9.2	D	Â
Stock Option (Right to Buy)	(4)	09/26/2022	Class B Common Stock (2) (3)	15,000	\$ 22.5	D	Â

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Davies Christa

C/O WORKDAY, INC.
6230 STONERIDGE MALL ROAD

PLEASANTON, CAÂ 94588

Signatures

/s/ Christa
Davies

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

This is a stock option grant under the Issuer's 2005 Stock Option Plan and vests as follows: 20% of the total number of shares will vest on August 25, 2013, provided Ms. Davies has completed 12 months of continuous service as of that date, and 5% of the total number of

- (1) shares will vest as Ms. Davies completes each 3-month period of continuous service thereafter. This option grant will be exercisable in full or in part at any time, but the unvested portion will be subject to the Issuer's right to repurchase the shares at the original exercise price in the event of termination of Ms. Davies' service for any reason. None of these shares has been exercised by Ms. Davies to 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, which occurs after the closing of the Issuer's initial public offering, 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.
- This is a stock option grant under the Issuer's 2005 Stock Option Plan and will be 100% vested on January 1, 2014, provided Ms. Davies continues to provide services to the Issuer. This option grant will be exercisable in full or in part at any time, but the unvested portion will be subject to the Issuer's right to repurchase the shares at the original exercise price in the event of termination of Ms. Davies' service for any reason. None of these shares has been exercised by Ms. Davies to date.

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.

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