

ServiceNow, Inc.
Form 4
April 09, 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 *
Barber Paul V

(Last) (First) (Middle)

100 INTERNATIONAL DRIVE,
SUITE 19100

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ServiceNow, Inc. [NOW]

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

04/07/2014

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)

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 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)
Common Stock	04/07/2014		S ⁽¹⁾	15,953 D	\$ 51.02 (2) 698,436	D	
Common Stock	04/07/2014		S ⁽¹⁾	7,060 D	\$ 51.89 (3) 691,376	D	
Common Stock	04/07/2014		S ⁽¹⁾	337 D	\$ 52.6 (4) 691,039	D	
Common Stock	04/07/2014		S ⁽¹⁾	3,025 (5) D	\$ 51.02 (2) 132,431 (5)	I	See footnote (5)

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Common Stock	04/07/2014	S ⁽¹⁾	1,339 ⁽⁵⁾	D	\$ 51.89 ⁽³⁾	131,092 ⁽⁵⁾	I	See footnote ⁽⁵⁾
Common Stock	04/07/2014	S ⁽¹⁾	63 ⁽⁵⁾	D	\$ 52.6 ⁽⁴⁾	131,029 ⁽⁵⁾	I	See footnote ⁽⁵⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Barber Paul V
100 INTERNATIONAL DRIVE, SUITE 19100 X
BALTIMORE, MD 21202

Signatures

/s/ Paul V.
Barber 04/09/2014

**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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 27, 2013.

The sale prices reported represent the weighted average sale price of the shares sold ranging from \$50.56 to \$51.55 per share. The

- (2) Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.

The sale prices reported represent the weighted average sale price of the shares sold ranging from \$51.56 to \$52.52, per share. The

- (3) Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.

The sale prices reported represent the weighted average sale price of the shares sold ranging from \$52.60 to \$52.61, per share. The

- (4) Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.

Represents shares of Common Stock sold on April 7, 2014 by two family trusts for which Mr. Barber may be deemed to control investment decisions (the "Family Trusts"). Immediately following such sales, the Family Trusts directly held an aggregate of 131,029

- (5) shares of Common Stock. The Family Trusts are irrevocable, and one or more beneficiaries of such trusts is an immediate family member of Mr. Barber. Mr. Barber disclaims Section 16 beneficial ownership of the shares held by such trusts and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares held by such trusts, except to the extent of his pecuniary interest, if any, in the shares held by such trusts by virtue of his position with such trusts.

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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