

Walker Thomas E Jr
Form 4
August 17, 2017

FORM 4

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

OMB APPROVAL

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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 *
Walker Thomas E Jr

(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)
08/15/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below)
____ 10% Owner
____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | | | | | 20,526 | I | By Trust |
| Class A Common Stock | 08/15/2017 | | C | | <u>2,500</u> ⁽³⁾ A \$ 0 | D | |
| Class A Common Stock | 08/15/2017 | | S | | <u>2,500</u> ^{(5) (6)} D \$ 70.1138 | D | |
| Class A Common | 08/16/2017 | | C | | <u>2,500</u> ⁽³⁾ A \$ 0 | D | |

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Stock

| | | | | | | | |
|----------------------------|------------|---|------------------------------|---|---------------|---------|---|
| Class A Common Stock | 08/16/2017 | S | 1,885 <u>(5) (7)</u> | D | \$ 70.7252 | 139,015 | D |
| Class A Common Stock | 08/16/2017 | S | 615 <u>(5)</u> <u>(8)</u> | D | \$ 71.3537 | 138,400 | D |
| Class A Common Stock | 08/16/2017 | S | 3,422 <u>(9)</u> | D | \$ 70.8057 | 134,978 | 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 | | |
| Class B Common Stock | <u>(1)</u> | 08/15/2017 | | M | | 2,500 | <u>(1)</u> | <u>(2)</u> | Class A Common Stock | Amount or Number of Shares 2,500 |
| Stock Option (Right to Buy) | \$ 9.3 | 08/15/2017 | | M | | 2,500 | <u>(4)</u> | 12/10/2022 | Class B Common Stock | 2,500 |
| Class B Common Stock | <u>(1)</u> | 08/15/2017 | | C | | 2,500 | <u>(1)</u> | <u>(2)</u> | Class A Common Stock | 2,500 |
| Class B Common Stock | <u>(1)</u> | 08/16/2017 | | M | | 2,500 | <u>(1)</u> | <u>(2)</u> | Class A Common Stock | 2,500 |
| Stock Option (Right to | \$ 9.3 | 08/16/2017 | | M | | 2,500 | <u>(4)</u> | 12/10/2022 | Class B Common Stock | 2,500 |

Buy)

| | | | | | | | | |
|----------------------------|------------|------------|---|-------|------------|------------|----------------------------|-------|
| Class B Common Stock | <u>(1)</u> | 08/16/2017 | C | 2,500 | <u>(1)</u> | <u>(2)</u> | Class A Common Stock | 2,500 |
|----------------------------|------------|------------|---|-------|------------|------------|----------------------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Walker Thomas E Jr 1621 N 34TH ST. SEATTLE, WA 98103 | | | Chief Financial Officer | |

Signatures

Keenan Conder,
Attorney-in-Fact

08/17/2017

 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).

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 in equal monthly installments over the 48 months following the vesting start date.

(5) Shares were sold pursuant to a 10b5-1 Plan.

(6) The shares were sold at prices ranging from \$69.48 to \$70.48. 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 \$70.23 to \$71.22. 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) The shares were sold at prices ranging from \$71.25 to \$71.47. 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.

(9) 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.

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.