

ServiceNow, Inc.
Form 4
February 11, 2015

FORM 4

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

OMB APPROVAL

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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 *
LUDDY FREDERIC B

(Last) (First) (Middle)

**C/O SERVICENOW, INC., 4810
EASTGATE MALL**

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2015

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)

CHIEF PRODUCT OFFICER

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 | | | | | |
| Common Stock | 02/09/2015 | | S ⁽¹⁾ | | 56,067 ⁽²⁾ | D | \$ 73.16 ⁽³⁾ | 6,498,271 | I | by Frederic B. Luddy Family Trust |
| Common Stock | 02/09/2015 | | S ⁽¹⁾ | | 13,933 ⁽²⁾ | D | \$ 74.0709 ⁽⁴⁾ | 6,484,338 | I | by Frederic B. Luddy Family Trust |
| Common Stock | 02/09/2015 | | S ⁽¹⁾ | | 1,300 ⁽²⁾ | D | \$ 73.2838 | 38,700 | I | by Spouse |

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| | | | | | ⁽⁵⁾ | | | |
|--------------|------------|------------------|-----------------------|---|------------------------------|-----------|---|-----------------------------------|
| Common Stock | 02/09/2015 | S ⁽¹⁾ | 300 ⁽²⁾ | D | \$ <u>(6)</u> 74.0467 | 38,400 | I | by Spouse |
| Common Stock | 02/09/2015 | S ⁽¹⁾ | 1,600 ⁽²⁾ | D | \$ <u>(7)</u> 73.1994 | 48,400 | I | by Spouse's Trust |
| Common Stock | 02/09/2015 | S ⁽¹⁾ | 400 ⁽²⁾ | D | \$ <u>(8)</u> 74.1475 | 48,000 | I | by Spouse's Trust |
| Common Stock | 02/10/2015 | S ⁽¹⁾ | 65,000 ⁽²⁾ | D | \$ <u>(9)</u> 73.1165 | 6,419,338 | I | by Frederic B. Luddy Family Trust |
| Common Stock | 02/11/2015 | S ⁽¹⁾ | 16,286 ⁽²⁾ | D | \$ <u>(10)</u> 73.3178 | 6,403,052 | I | by Frederic B. Luddy Family Trust |
| Common Stock | 02/11/2015 | S ⁽¹⁾ | 48,714 ⁽²⁾ | D | \$ <u>(11)</u> 73.6749 | 6,354,338 | I | by Frederic B. Luddy Family Trust |
| Common Stock | | | | | | 935,000 | I | by Luddy Family Dynasty Trust LLC |
| Common Stock | | | | | | 1,587 | D | |

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

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(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 | 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 | 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. Nature of Derivative Security Beneficially Owned |
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|---|
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|---|

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| Security | Code | V | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------|------|---|--|-----|------------------|-----------------|-------|----------------------------|
| | | | (A) | (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LUDDY FREDERIC B C/O SERVICENOW, INC. 4810 EASTGATE MALL SAN DIEGO, CA 92121 | X | | CHIEF PRODUCT OFFICER | |

Signatures

/s/ Frederic B. Luddy by Matthew Kelly,
Attorney-in-Fact

02/11/2015

__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.
- (2) Represents the aggregate of sales effected on the same day at different prices pursuant to the 10b5-1 trading plan noted in footnote (1).
Represents the weighted average sales price per share. The shares sold at prices ranging from \$72.77 to \$73.76 per share. Full
- (3) information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (4) Represents the weighted average sales price per share. The shares sold at prices ranging from \$73.77 to \$74.65 per share. Full
information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (5) Represents the weighted average sales price per share. The shares sold at prices ranging from \$72.94 to \$73.86 per share. Full
information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (6) Represents the weighted average sales price per share. The shares sold at prices ranging from \$73.97 to \$74.18 per share. Full
information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (7) Represents the weighted average sales price per share. The shares sold at prices ranging from \$72.89 to \$73.71 per share. Full
information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (8) Represents the weighted average sales price per share. The shares sold at prices ranging from \$73.96 to \$74.27 per share. Full
information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

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(9) Represents the weighted average sales price per share. The shares sold at prices ranging from \$72.61 to \$73.40 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

(10) Represents the weighted average sales price per share. The shares sold at prices ranging from \$72.53 to \$73.52 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

(11) Represents the weighted average sales price per share. The shares sold at prices ranging from \$73.53 to \$73.99 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

Remarks:

EXHIBIT LIST: EX-24 FLuddy Power of Attorney

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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