

LUDDY FREDERIC B
Form 4
May 03, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
05/01/2013

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	05/01/2013		J ⁽¹⁾		2,286	A	\$ 0
Common Stock	05/01/2013		S ⁽²⁾		308,666 ⁽³⁾	D	\$ 39.1656 ⁽⁴⁾
Common Stock	05/01/2013		S ⁽²⁾		95,594 ⁽³⁾	D	\$ 40.0826 ⁽⁵⁾
Common Stock	05/01/2013		S ⁽²⁾		5,072 ⁽³⁾	D	\$ 40.7434 ⁽⁶⁾

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Common Stock	05/02/2013	S ⁽²⁾	39,568 ⁽³⁾	D	\$ <u>(7)</u>	39,4943	9,330,238	D	
Common Stock	05/02/2013	S ⁽²⁾	1,100 ⁽³⁾	D	\$ <u>(8)</u>	40.1364	9,329,138	D	
Common Stock	05/01/2013	S ⁽²⁾	28,700 ⁽³⁾	D	\$ <u>(9)</u>	39.248	136,300	I	by Spouse
Common Stock	05/01/2013	S ⁽²⁾	6,600 ⁽³⁾	D	\$ <u>(10)</u>	39.9676	129,700	I	by Spouse
Common Stock	05/01/2013	S ⁽²⁾	700 ⁽³⁾	D	\$ <u>(11)</u>	40.7164	129,000	I	by Spouse
Common Stock	05/01/2013	S ⁽²⁾	31,900 ⁽³⁾	D	\$ <u>(12)</u>	39.2494	138,100	I	by Spouse's Trust
Common Stock	05/01/2013	S ⁽²⁾	7,700 ⁽³⁾	D	\$ <u>(13)</u>	39.9691	130,400	I	by Spouse's Trust
Common Stock	05/01/2013	S ⁽²⁾	400 ⁽³⁾	D	\$ <u>(14)</u>	40.73	130,000	I	by Spouse's Trust
Common Stock	02/19/2013	G ⁽¹⁵⁾	V 1,250,000	D	\$ 0	0		I	by Luddy Family 2011 Dynasty Trust, dated October 14, 2011
Common Stock	02/19/2013	G ⁽¹⁵⁾	V 1,250,000	A	\$ 0	1,250,000		I	by Luddy Family Dynasty Trust LLC ⁽¹⁶⁾
Common Stock	05/01/2013	S ⁽²⁾	36,150 ⁽³⁾	D	\$ <u>(17)</u>	39.2499	1,213,850	I	by Luddy Family Dynasty Trust LLC ⁽¹⁶⁾
Common Stock	05/01/2013	S ⁽²⁾	8,250 ⁽³⁾	D	\$ <u>(18)</u>	39.9696	1,205,600	I	by Luddy Family Dynasty Trust

Common Stock	05/01/2013	S ⁽²⁾	600 ⁽³⁾	D	\$ 40.7217 <u>(19)</u>	1,205,000	I	LLC ⁽¹⁶⁾ by Luddy Family Dynasty Trust LLC ⁽¹⁶⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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 Owned Beneficially (Instr. 5)
				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
LUDDY FREDERIC B C/O SERVICENOW, INC. 4810 EASTGATE MALL SAN DIEGO, CA 92121	X		CHIEF PRODUCT OFFICER	

Signatures

/s/ Frederic B. Luddy by Ethan Christensen,
Attorney-in-Fact

05/03/2013

__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) Pro rata in-kind distribution from JMI Equity Fund IV Trust, of which the Reporting Person is a beneficiary. The Reporting Person does not exert voting or investment control over shares held by the JMI Equity Fund IV Trust.
- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (3) Represents the aggregate of sales effected on the same day at different prices pursuant to the 10b5-1 trading plan noted in footnote (2).
Represents the weighted average sales price per share. The shares sold at prices ranging from \$38.66 to \$39.64 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.
- (4) Represents the weighted average sales price per share. The shares sold at prices ranging from \$39.66 to \$40.64 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 \$40.66 to \$40.75 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 \$39.10 to \$40.08 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 \$40.11 to \$40.15 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 \$38.66 to \$39.63 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.
- (9) Represents the weighted average sales price per share. The shares sold at prices ranging from \$39.67 to \$40.66 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 \$40.69 to \$40.75 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 \$38.65 to \$39.64 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.
- (12) Represents the weighted average sales price per share. The shares sold at prices ranging from \$39.66 to \$40.61 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.
- (13) Represents the weighted average sales price per share. The shares sold at prices ranging from \$40.71 to \$40.75 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.
- (14) This transaction involved a gift of securities by the Luddy Family 2011 Dynasty Trust to the Luddy Family Dynasty Trust LLC.
- (15) The Reporting Person is the manager of the Luddy Family Dynasty Trust LLC.
- (16) Represents the weighted average sales price per share. The shares sold at prices ranging from \$38.66 to \$39.64 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.
- (17) Represents the weighted average sales price per share. The shares sold at prices ranging from \$39.67 to \$40.66 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.
- (18)
- (19)

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Represents the weighted average sales price per share. The shares sold at prices ranging from \$40.70 to \$40.75 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.

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.