

ServiceNow, Inc.
Form 4
August 07, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEONE DOUGLAS M

(Last) (First) (Middle)

**2800 SAND HILL ROAD, SUITE
101**

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/06/2015

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)

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	08/06/2015		M		100,000	A	\$ 18	100,000	D	
Common Stock	08/06/2015		M		50,000	A	\$ 36.74	150,000	D	
Common Stock	08/06/2015		M		7,030	A	\$ 55.88	157,030	D	
Common Stock	08/06/2015		G ⁽¹⁾	V	157,030	D	\$ 0	0	D	
Common Stock	08/06/2015		G ⁽¹⁾	V	157,030	A	\$ 0	645,817	I	By Trust ⁽²⁾

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Common Stock	08/06/2015	S	157,030	D	\$ 77.923	488,787	I	By Trust ⁽²⁾
Common Stock						514,620	I	By Family Partnership ⁽²⁾

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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 18	08/06/2015		M	100,000	⁽³⁾ 06/27/2022	Common Stock 100,000
Director Stock Option (Right to Buy)	\$ 36.74	08/06/2015		M	50,000	⁽³⁾ 06/06/2023	Common Stock 50,000
Director Stock Option (Right to Buy)	\$ 55.88	08/06/2015		M	7,030	⁽³⁾ 07/08/2024	Common Stock 7,030

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEONE DOUGLAS M 2800 SAND HILL ROAD, SUITE 101	X			

MENLO PARK, CA 94025

Signatures

/s/Douglas Leone by Matthew Kelly,
Attorney-in-Fact

08/07/2015

__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) This transaction involved a gift of securities by the Reporting Person to the Trust for no consideration.

The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the

(2) inclusion of these securities on this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the reported securities for the purposes of Section 16 or for any other purpose.

(3) This stock option grant is fully vested.

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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