

Carter David Joseph
Form 4
July 03, 2012

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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Carter David Joseph

(Last) (First) (Middle)

C/O CORNERSTONE
ONDEMAND, INC., 1601
CLOVEFIELD BLVD., SUITE 620
SOUTH

(Street)

SANTA MONICA, CA 90404

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Cornerstone OnDemand Inc [CSOD]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Senior Vice President of Sales

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. 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)
Common Stock	07/01/2012		A	(A) or (D) Amount (1) 7,200	\$ 0 7,200	D	
Common Stock	07/01/2012		A	(A) or (D) Amount (2) 6,300	\$ 0 13,500	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)

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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
Employee Stock Option (right to buy)	\$ 23.81	07/01/2012		A	26,700	<u>(3)</u> 07/01/2022	Common Stock 26,700
Employee Stock Option (right to buy)	\$ 23.81	07/01/2012		A	23,300	<u>(4)</u> 07/01/2022	Common Stock 23,300

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Carter David Joseph C/O CORNERSTONE ONDEMAND, INC. 1601 CLOVEFIELD BLVD., SUITE 620 SOUTH SANTA MONICA, CA 90404	Senior Vice President of Sales

Signatures

/s/ Adam J. Weiss, by power of attorney 07/03/2012

__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 is represented by a Restricted Stock Unit ("RSU"). The RSUs will vest in equal annual installments over a period of four years, provided that the Reporting Person is a service provider on each such vesting date.
 - Each share is represented by a Restricted Stock Unit ("RSU"). The RSUs will vest in equal annual installments over a period of three years, provided that the Reporting Person is a service provider on each such vesting date.
 - One-fourth of the shares subject to the option will vest on July 1, 2013 and one forty-eighth of the shares shall vest monthly thereafter, provided that the Reporting Person is a service provider on each such vesting date.

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- (4) One-third of the shares subject to the option will vest on July 1, 2013 and one thirty-sixth of the shares shall vest monthly thereafter, provided that the Reporting Person is a service provider on each such vesting date.

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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