

Carter David Joseph
 Form 4
 December 14, 2012

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 *
 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)
 12/12/2012

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

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/12/2012		M		11,765	A	\$ 0.53
Common Stock	12/12/2012		S		11,765	D	\$ 27.7596

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

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