

Miller Adam L
 Form 4
 December 07, 2011

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 *
 Miller Adam L

(Last) (First) (Middle)

C/O CORNERSTONE
 ONDEMAND, INC., 1601
 CLOVERFIELD 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)

12/05/2011

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)

President & CEO

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. Code	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	09/13/2011		G	V 136,230 A \$ 0	5,312,831	D	
Common Stock	09/13/2011		G	V 50,000 D \$ 0	5,262,831	D	
Common Stock	12/05/2011		S ⁽¹⁾	25,540 D \$ 18.1781	5,237,291	D	
Common Stock	12/06/2011		S ⁽¹⁾	17,017 D \$ 18.0607	5,220,274	D	

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		<u>(3)</u>							
Common Stock	09/13/2011	G	V	116,640	D	\$ 0	1,383,360	I	See footnote (4)
Common Stock	12/05/2011	<u>S(1)</u>		8,099	D	\$ <u>(2)</u> 18.1779	1,375,261	I	See footnote (4)
Common Stock	12/06/2011	<u>S(1)</u>		5,396	D	\$ <u>(3)</u> 18.0608	1,369,865	I	See footnote (4)
Common Stock	09/13/2011	G	V	19,590	D	\$ 0	230,410	I	See footnote (5)
Common Stock	12/05/2011	<u>S(1)</u>		1,361	D	\$ <u>(2)</u> 18.1785	229,049	I	See footnote (5)
Common Stock	12/06/2011	<u>S(1)</u>		907	D	\$ <u>(3)</u> 18.0606	228,142	I	See footnote (5)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Adam L C/O CORNERSTONE ONDEMAND, INC. 1601 CLOVERFIELD BLVD. SUITE 620 SOUTH SANTA MONICA, CA 90404	X	X	President & CEO	

Signatures

/s/ Adam J. Weiss, by power of Attorney
12/07/2011

**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 sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 14, 2011.
The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$18.00 to \$18.465 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (3) to this Form 4.
- (2) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$18.00 to \$18.45 per share.
- (3) Shares held directly by the Miller 2010 Family GRAT for which the Reporting Person's spouse serves as investment advisor.
- (5) Shares held directly by the Miller Family Education GRAT dated June 25, 2010 for which the Reporting Person serves as trustee.

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.