

Tableau Software Inc
Form 4
December 07, 2016

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 *
BEERS ANDREW

(Last) (First) (Middle)
837 N. 34TH STREET, SUITE 200

(Street)

SEATTLE, WA 98103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Tableau Software Inc [DATA]

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | | | | | 92,041 | I | By Trust |
| Class A Common Stock | 12/05/2016 | | C | | 3,438 (3) A \$ 0 | D | |
| Class A Common Stock | 12/05/2016 | | S | | 3,438 (5) D \$ 45 | D | |
| Class A Common | 12/05/2016 | | S | | 5,600 (5) (6) D \$ 45.4525 | D | |

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Stock

Class A
Common Stock 12/05/2016 S 1,900 (5) (7) D \$ 45.7463 81,891 D

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) | Amount or Number of Shares | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-----------------|----------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | (1) | 12/05/2016 | | M | | 3,438 | | (1) | (2) | Class A Common Stock | 3,438 |
| Stock Option (Right to Buy) | \$ 9.3 | 12/05/2016 | | M | | 3,438 | | (4) | 12/10/2022 | Class B Common Stock | 3,438 |
| Class B Common Stock | (1) | 12/05/2016 | | C | | 3,438 | | (1) | (2) | Class A Common Stock | 3,438 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BEERS ANDREW
837 N. 34TH STREET, SUITE 200
SEATTLE, WA 98103

Chief Development Officer

Signatures

Keenan Conder,
Attorney-in-Fact

12/07/2016

__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 of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer, whether or not for value and whether voluntary or involuntary or by operation of law, except for certain transfers described in the issuer's amended and restated certificate of incorporation, including, without limitation, certain transfers for tax and estate planning purposes.
- (1) (1) whether or not for value and whether voluntary or involuntary or by operation of law, except for certain transfers described in the issuer's amended and restated certificate of incorporation, including, without limitation, certain transfers for tax and estate planning purposes.
- (2) (2) Not applicable.
- (3) (3) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock.
- (4) (4) The option vests and becomes exercisable in equal monthly installments over the 48 months following the vesting start date.
- (5) (5) Shares were sold pursuant to a 10b5-1 Plan.
- (6) (6) The shares were sold at prices ranging from \$44.67 to \$45.66. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (7) (7) The shares were sold at prices ranging from \$45.67 to \$45.93. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

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.