

ServiceNow, Inc.
Form 4
July 14, 2014

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 *
Schneider David

(Last) (First) (Middle)

C/O SERVICENOW, INC., 3260
JAY STREET

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/10/2014

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)

Chief Revenue Officer

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	07/10/2014		M ⁽¹⁾		16,000	A	\$ 3
							49,742
Common Stock	07/10/2014		S ⁽¹⁾		8,100 ⁽²⁾	D	\$ 54.8639 ⁽³⁾
							41,642
Common Stock	07/10/2014		S ⁽¹⁾		7,900 ⁽²⁾	D	\$ 55.6404 ⁽⁴⁾
							33,742
Common Stock	07/11/2014		M ⁽¹⁾		15,500	A	\$ 3
							49,242
	07/11/2014		S ⁽¹⁾			D	39,942
							D

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Common Stock			9,300 <u>(2)</u>		\$ 56.9922 <u>(5)</u>			
Common Stock	07/11/2014		<u>S</u> ⁽¹⁾ 6,200 <u>(2)</u>	D	\$ 57.5232 <u>(6)</u>	33,742	D	
Common Stock						190	I	By Schneider 2001 Living Trust

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

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SEC 1474
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 3	07/10/2014		<u>M</u> ⁽¹⁾	16,000	<u>(7)(8)</u> 07/22/2021	Common Stock	16,000	
Employee Stock Option (Right to Buy)	\$ 3	07/11/2014		<u>M</u> ⁽¹⁾	15,500	<u>(7)(8)</u> 07/22/2021	Common Stock	15,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Schneider David
C/O SERVICENOW, INC.
3260 JAY STREET
SANTA CLARA, CA 95054

Chief Revenue Officer

Signatures

/s/ David Schneider by Ethan Christensen,
Attorney-in-Fact

07/14/2014

__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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (2) Represents the aggregate of sales effected on the same day at different prices pursuant to the 10b5-1 trading plan noted in footnote (1).
Represents the weighted average sales price per share. The shares sold at prices ranging from \$54.28 to \$55.27 per share. Full information
- (3) regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
Represents the weighted average sales price per share. The shares sold at prices ranging from \$55.29 to \$56.19 per share. Full information
- (4) regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
Represents the weighted average sales price per share. The shares sold at prices ranging from \$56.34 to \$57.33 per share. Full information
- (5) regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
Represents the weighted average sales price per share. The shares sold at prices ranging from \$57.34 to \$57.92 per share. Full information
- (6) regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (7) Immediately exercisable.
- (8) The stock option grant shall be vested as to 1/4th of the total number of shares on June 6, 2012 and thereafter shall vest as to 1/48th of the total number of shares in equal monthly installments.

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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