

SALESFORCE COM INC
Form 4
December 28, 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 *
Benioff Marc

(Last) (First) (Middle)
THE LANDMARK @ ONE
MARKET STREET, SUITE 300
(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SALESFORCE COM INC [CRM]

3. Date of Earliest Transaction
(Month/Day/Year)
12/26/2012

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)
Chairman of the Board & 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. 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 or Price | | |
| Common Stock | 12/26/2012 ⁽¹⁾ | | M | | 200,000 A \$ 25.97 | D ⁽²⁾ | |
| Common Stock | 12/26/2012 ⁽¹⁾ | | M | | 75,000 A \$ 65.44 | D ⁽²⁾ | |
| Common Stock | 12/26/2012 ⁽¹⁾ | | S | | 65,252 D \$ 166.25 ⁽³⁾ | D ⁽²⁾ | |
| Common Stock | 12/26/2012 ⁽¹⁾ | | S | | 39,748 D \$ 166.9531 ⁽⁴⁾ | D ⁽²⁾ | |
| Common Stock | 12/26/2012 ⁽¹⁾ | | S | | 15,722 D \$ 168.6227 | D ⁽²⁾ | |

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| | | | | | | | |
|--------------|---------------------------|-----|---------|---|-------------------------------|------------|------------------|
| | | | | | <u>(5)</u> | | |
| Common Stock | 12/26/2012 ⁽¹⁾ | S | 16,778 | D | \$ 169.0341 <u>(6)</u> | 10,137,500 | D ⁽²⁾ |
| Common Stock | 12/27/2012 ⁽¹⁾ | M | 200,000 | A | \$ 25.97 | 10,337,500 | D ⁽²⁾ |
| Common Stock | 12/27/2012 ⁽¹⁾ | M | 75,000 | A | \$ 65.44 | 10,412,500 | D ⁽²⁾ |
| Common Stock | 12/27/2012 ⁽¹⁾ | S | 31,151 | D | \$ 163.3256 <u>(7)</u> | 10,381,349 | D ⁽²⁾ |
| Common Stock | 12/27/2012 ⁽¹⁾ | S | 24,249 | D | \$ 164.0392 <u>(8)</u> | 10,357,100 | D ⁽²⁾ |
| Common Stock | 12/27/2012 ⁽¹⁾ | S | 25,909 | D | \$ 165.2112 <u>(9)</u> | 10,331,191 | D ⁽²⁾ |
| Common Stock | 12/27/2012 ⁽¹⁾ | S | 39,791 | D | \$ 166.3314 <u>(10)</u> | 10,291,400 | D ⁽²⁾ |
| Common Stock | 12/27/2012 ⁽¹⁾ | S | 16,400 | D | \$ 166.946 <u>(11)</u> | 10,275,000 | D ⁽²⁾ |
| Common Stock | 12/28/2012 ⁽¹⁾ | M | 200,000 | A | \$ 25.97 | 10,475,000 | D ⁽²⁾ |
| Common Stock | 12/28/2012 ⁽¹⁾ | M | 75,000 | A | \$ 65.44 | 10,550,000 | D ⁽²⁾ |
| Common Stock | 12/28/2012 ⁽¹⁾ | S | 56,932 | D | \$ 164.2183 <u>(12)</u> | 10,493,068 | D ⁽²⁾ |
| Common Stock | 12/28/2012 ⁽¹⁾ | S | 78,668 | D | \$ 164.8951 <u>(13)</u> | 10,414,400 | D ⁽²⁾ |
| Common Stock | 12/28/2012 ⁽¹⁾ | S | 1,900 | D | \$ 165.5558 <u>(14)</u> | 10,412,500 | D ⁽²⁾ |
| Common Stock | 12/28/2012 | G V | 200,000 | D | \$ 0 | 10,212,500 | D ⁽²⁾ |

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

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(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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-qualified Stock Option (Right to Buy) | \$ 25.97 | 12/26/2012 ⁽¹⁾ | | M | 200,000 | 11/25/2009 ⁽¹⁵⁾ | 11/25/2013 | Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 65.44 | 12/26/2012 ⁽¹⁾ | | M | 75,000 | 11/24/2010 ⁽¹⁵⁾ | 11/24/2014 | Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 25.97 | 12/27/2012 ⁽¹⁾ | | M | 200,000 | 11/25/2009 ⁽¹⁵⁾ | 11/25/2013 | Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 65.44 | 12/27/2012 ⁽¹⁾ | | M | 75,000 | 11/24/2010 ⁽¹⁵⁾ | 11/24/2014 | Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 25.97 | 12/28/2012 ⁽¹⁾ | | M | 200,000 | 11/25/2009 ⁽¹⁵⁾ | 11/25/2013 | Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 65.44 | 12/28/2012 ⁽¹⁾ | | M | 75,000 | 11/24/2010 ⁽¹⁵⁾ | 11/24/2014 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Benioff Marc THE LANDMARK @ ONE MARKET STREET SUITE 300 SAN FRANCISCO, CA 94105 | X | | Chairman of the Board & CEO | |

Signatures

/s/ Sam Fleischmann, Attorney-in-Fact for Marc Benioff

12/28/2012

__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).
- (1) Acquisition/Disposition of Derivative and/or Non-Derivative securities is pursuant to a 10b5-1 Plan.
- (2) Shares held in The Marc R. Benioff Revocable Trust.
- (3) The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$165.65 to \$166.645 inclusive. The reporting person undertakes to provide to salesforce.com, inc., any security holder of salesforce.com, inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (4) The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$166.65 to \$167.61 inclusive. The reporting person undertakes to provide to salesforce.com, inc., any security holder of salesforce.com, inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (5) The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$167.84 to \$168.82 inclusive. The reporting person undertakes to provide to salesforce.com, inc., any security holder of salesforce.com, inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (6) The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$168.84 to \$169.5301 inclusive. The reporting person undertakes to provide to salesforce.com, inc., any security holder of salesforce.com, inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (7) The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$162.73 to \$163.72 inclusive. The reporting person undertakes to provide to salesforce.com, inc., any security holder of salesforce.com, inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (8) The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$163.73 to \$164.70 inclusive. The reporting person undertakes to provide to salesforce.com, inc., any security holder of salesforce.com, inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (9) The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$164.74 to \$165.7317 inclusive. The reporting person undertakes to provide to salesforce.com, inc., any security holder of salesforce.com, inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (10) The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$165.75 to \$166.73 inclusive. The reporting person undertakes to provide to salesforce.com, inc., any security holder of salesforce.com, inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (11) The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$166.75 to \$167.21 inclusive. The reporting person undertakes to provide to salesforce.com, inc., any security holder of salesforce.com, inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (12) The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$163.48 to \$164.47 inclusive. The reporting person undertakes to provide to salesforce.com, inc., any security holder of salesforce.com, inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (13) The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$164.48 to \$165.44 inclusive. The reporting person undertakes to provide to salesforce.com, inc., any security holder of salesforce.com, inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (14) The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$165.51 to \$165.57 inclusive. The reporting person undertakes to provide to salesforce.com, inc., any security holder of salesforce.com, inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of

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shares sold at each separate price within the range set forth above.

- (15) Option is exercisable and vests over four years at the rate of 25% of the total shares granted on the first anniversary of the holder's date of grant, as listed in the table, with the balance vesting in equal monthly installments over the remaining 36 months.

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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