

ServiceNow, Inc.
Form 4
April 24, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
LUDDY FREDERIC B

(Last) (First) (Middle)

C/O SERVICENOW, INC., 4810 EASTGATE MALL

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/22/2014

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 PRODUCT 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 or Price	6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	04/04/2014		G ⁽¹⁾	V	6,618,352	D	\$ 0	1,001,587	D	
Common Stock	04/04/2014		G ⁽¹⁾	V	6,618,352	A	\$ 0	6,623,838	I	by Frederic B. Luddy Family Trust ⁽²⁾
Common Stock	04/22/2014		S ⁽³⁾		9,028 ⁽⁴⁾	D	\$ 54.0293 ⁽⁵⁾	992,559	D	
	04/22/2014		S ⁽³⁾		40,772 ⁽⁴⁾	D		951,787	D	

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Common Stock					\$ 54.8497 <u>(6)</u>			
Common Stock	04/22/2014	S ⁽³⁾	200	D	\$ 55.29	951,587	D	
Common Stock	04/22/2014	S ⁽³⁾	400 ⁽⁴⁾	D	\$ 54.01 <u>(7)</u>	53,800	I	by Spouse
Common Stock	04/22/2014	S ⁽³⁾	1,000 ⁽⁴⁾	D	\$ 54.846 <u>(8)</u>	52,800	I	by Spouse
Common Stock	04/23/2014	S ⁽³⁾	29,969 ⁽⁴⁾	D	\$ 53.0865 <u>(9)</u>	921,618	D	
Common Stock	04/23/2014	S ⁽³⁾	14,702 ⁽⁴⁾	D	\$ 54.1553 <u>(10)</u>	906,916	D	
Common Stock	04/23/2014	S ⁽³⁾	5,329 ⁽⁴⁾	D	\$ 54.6966 <u>(11)</u>	901,587	D	
Common Stock	04/24/2014	S ⁽³⁾	2,590 ⁽⁴⁾	D	\$ 46.0872 <u>(12)</u>	497,410	I	by Frederic B. Luddy CRT, LLC
Common Stock	04/24/2014	S ⁽³⁾	4,700 ⁽⁴⁾	D	\$ 47.0779 <u>(13)</u>	492,710	I	by Frederic B. Luddy CRT, LLC
Common Stock	04/24/2014	S ⁽³⁾	3,400 ⁽⁴⁾	D	\$ 48.3906 <u>(14)</u>	489,310	I	by Frederic B. Luddy CRT, LLC
Common Stock	04/24/2014	S ⁽³⁾	19,082 ⁽⁴⁾	D	\$ 49.4596 <u>(15)</u>	470,228	I	by Frederic B. Luddy CRT, LLC
Common Stock	04/24/2014	S ⁽³⁾	17,478 ⁽⁴⁾	D	\$ 50.0177 <u>(16)</u>	452,750	I	by Frederic B. Luddy CRT, LLC
Common Stock	04/24/2014	S ⁽³⁾	1,600 ⁽⁴⁾	D	\$ 52.4344	451,150	I	by Frederic

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					(17)				B. Luddy CRT, LLC
Common Stock	04/24/2014	S ⁽³⁾	350 ⁽⁴⁾	D	\$ 53.5943 <u>(18)</u>	450,800	I		by Frederic B. Luddy CRT, LLC
Common Stock	04/24/2014	S ⁽³⁾	800 ⁽⁴⁾	D	\$ 54.4263 <u>(19)</u>	450,000	I		by Frederic B. Luddy CRT, LLC
Common Stock						1,070,000	I		by Luddy Family Dynasty Trust LLC
Common Stock						50,000	I		by Spouse's Trust

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						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
LUDDY FREDERIC B C/O SERVICENOW, INC. 4810 EASTGATE MALL SAN DIEGO, CA 92121	X		CHIEF PRODUCT OFFICER	

Signatures

/s/ Frederic B. Luddy by Ethan Christensen,
Attorney-in-Fact

04/24/2014

__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) This transaction involved a gift of securities by the Reporting Person to the Frederic B. Luddy Family Trust. The Reporting Person disclaims beneficial ownership of the shares held by the trust, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

(2) These shares are owned by the Frederic B. Luddy Family Trust. The Reporting Person is the trustee and trustor of the trust. The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

(3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

(4) Represents the aggregate of sales effected on the same day at different prices pursuant to the 10b5-1 trading plan noted in footnote (1).

(5) Represents the weighted average sales price per share. The shares sold at prices ranging from \$53.28 to \$54.27 per share. Full information 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.

(6) Represents the weighted average sales price per share. The shares sold at prices ranging from \$54.29 to \$55.28 per share. Full information 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) Represents the weighted average sales price per share. The shares sold at prices ranging from \$53.34 to \$54.26 per share. Full information 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.

(8) Represents the weighted average sales price per share. The shares sold at prices ranging from \$54.38 to \$55.17 per share. Full information 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.

(9) Represents the weighted average sales price per share. The shares sold at prices ranging from \$52.55 to \$53.54 per share. Full information 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.

(10) Represents the weighted average sales price per share. The shares sold at prices ranging from \$53.57 to \$54.56 per share. Full information 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.

(11) Represents the weighted average sales price per share. The shares sold at prices ranging from \$54.58 to \$55.09 per share. Full information 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.

(12) Represents the weighted average sales price per share. The shares sold at prices ranging from \$45.51 to \$46.48 per share. Full information 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.

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(13) Represents the weighted average sales price per share. The shares sold at prices ranging from \$46.64 to \$47.56 per share. Full information 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.

(14) Represents the weighted average sales price per share. The shares sold at prices ranging from \$47.76 to \$48.71 per share. Full information 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.

(15) Represents the weighted average sales price per share. The shares sold at prices ranging from \$48.79 to \$49.78 per share. Full information 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.

(16) Represents the weighted average sales price per share. The shares sold at prices ranging from \$49.79 to \$50.64 per share. Full information 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.

(17) Represents the weighted average sales price per share. The shares sold at prices ranging from \$52.10 to \$52.69 per share. Full information 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.

(18) Represents the weighted average sales price per share. The shares sold at prices ranging from \$53.29 to \$54.00 per share. Full information 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.

(19) Represents the weighted average sales price per share. The shares sold at prices ranging from \$54.40 to \$54.47 per share. Full information 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.

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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