

Edgar Filing: - Form

Form

Unknown document format

border-top-width: 0; border-left-width: 1; border-right-width: 1; border-bottom-width: 1">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 07/09/2012 S<sup>(1)</sup> 12,640 D \$ 22.7074 <sup>(2)</sup> 4,868,938 D Common Stock 07/10/2012 S<sup>(1)</sup> 12,640 D \$ 22.7095 <sup>(3)</sup> 4,856,298 D Common Stock 07/09/2012 S<sup>(1)</sup> 3,373 D \$ 22.7074 <sup>(2)</sup> 1,278,770 I See footnote <sup>(4)</sup> Common Stock 07/10/2012 S<sup>(1)</sup> 3,373 D \$ 22.7095 <sup>(3)</sup> 1,275,397 I See footnote <sup>(4)</sup> Common Stock 07/09/2012 S<sup>(1)</sup> 567 D \$ 22.7074 <sup>(2)</sup> 212,833 I See footnote <sup>(5)</sup> Common Stock 07/10/2012 S<sup>(1)</sup> 567 D \$ 22.7095 <sup>(3)</sup> 212,266 I See footnote <sup>(5)</sup>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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

07/11/2012

\_\_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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 14, 2011.  

This sale price represents the weighted average sale price of the shares sold ranging from \$22.45 to \$23.26 per share. Upon request by the
  - (2) 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 range set forth in this Form 4.  

This sale price represents the weighted average sale price of the shares sold ranging from \$22.44 to \$22.96 per share. Upon request by the
  - (3) 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 range set forth in this Form 4.
  - (4) Shares are held directly by the Miller 2010 Family GRAT for which the Reporting Person's spouse serves as investment advisor.
  - (5) Shares are 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.