

CODD RONALD E F

Form 4

February 05, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CODD RONALD E F

(Last) (First) (Middle)

C/O SERVICENOW, INC., 2225
LAWSON LANE

(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)
02/01/2019

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)

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	02/01/2019		M ⁽¹⁾		50,000	A	\$ 9.4	78,428	D
Common Stock	02/01/2019		S ⁽¹⁾		1,500 ⁽²⁾	D	\$ 217.5567 ⁽³⁾	76,928	D
Common Stock	02/01/2019		S ⁽¹⁾		4,900 ⁽²⁾	D	\$ 219.0017 ⁽⁴⁾	72,028	D
Common Stock	02/01/2019		S ⁽¹⁾		20,879 ⁽²⁾	D	\$ 219.9416 ⁽⁵⁾	51,149	D

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Common Stock	02/01/2019	S ⁽¹⁾	22,121 (2)	D	\$ 220.7279 (6)	29,028	D
Common Stock	02/01/2019	S ⁽¹⁾	600 (2)	D	\$ 221.59 (7)	28,428	D
Common Stock	02/01/2019	M ⁽¹⁾	50,000	A	\$ 9.4	78,428	D
Common Stock	02/01/2019	S ⁽¹⁾	2,108 (2)	D	\$ 217.6439 (3)	76,320	D
Common Stock	02/01/2019	S ⁽¹⁾	5,505 (2)	D	\$ 218.9445 (8)	70,815	D
Common Stock	02/01/2019	S ⁽¹⁾	19,392 (2)	D	\$ 219.7912 (9)	51,423	D
Common Stock	02/01/2019	S ⁽¹⁾	21,594 (2)	D	\$ 220.6418 (10)	29,829	D
Common Stock	02/01/2019	S ⁽¹⁾	1,401 (2)	D	\$ 221.4549 (11)	28,428	D
Common Stock						475	I

By Codd
Revocable
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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

Director Stock Option (Right to Buy)	\$ 9.4	02/01/2019	M ⁽¹⁾	50,000	⁽¹²⁾	02/02/2022	Common Stock	50,000
Director Stock Option (Right to Buy)	\$ 9.4	02/01/2019	M ⁽¹⁾	50,000	⁽¹²⁾	02/02/2022	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CODD RONALD E F C/O SERVICENOW, INC. 2225 LAWSON LANE SANTA CLARA, CA 95054	X			

Signatures

/s/ Ronald E.F. Codd by Derk Lupinek,
Attorney-in-Fact

02/05/2019

__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 transactions 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).
- (3) Represents the weighted average sales price per share. The shares sold at prices ranging from \$217.10 to \$218.07 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.
- (4) Represents the weighted average sales price per share. The shares sold at prices ranging from \$218.39 to \$219.38 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.
- (5) Represents the weighted average sales price per share. The shares sold at prices ranging from \$219.39 to \$220.38 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 \$220.43 to \$221.385 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 \$221.50 to \$221.64 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.
- (8) Represents the weighted average sales price per share. The shares sold at prices ranging from \$218.25 to \$219.21 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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(9) Represents the weighted average sales price per share. The shares sold at prices ranging from \$219.26 to \$220.24 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 \$220.26 to \$221.245 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 \$221.28 to \$221.64 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.

(12) This stock option grant is fully vested.

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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