

Howell Joseph H.
Form 4
November 17, 2017

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 *
Howell Joseph H.

2. Issuer Name and Ticker or Trading Symbol
WORKIVA INC [WK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2900 UNIVERSITY BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP

AMES, IA 50010
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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			
Class A Common Stock	11/15/2017		C		24,000	A	\$ 0	24,000	I	By living trust
Class A Common Stock	11/15/2017		S ⁽¹⁾		24,000	D	\$ 21.84	0	I	By living trust
Class A Common Stock								22,048	D	

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Class B Common Stock ⁽³⁾	<u>(3)</u>	11/15/2017		C	24,000	<u>(3)</u> <u>(3)</u>	Class A Common Stock 24,000
Employee Stock Option to Purchase Class A Common Stock ⁽⁴⁾	\$ 15.83					08/12/2015 ⁽⁵⁾ 08/11/2024	Class A Common Stock 178,000
Employee Stock Option to Purchase Class A Common Stock ⁽⁶⁾	\$ 14.74					02/01/2017 ⁽⁷⁾ 01/31/2026	Class A Common Stock 4,500
Employee Stock Option to Purchase Class A Common Stock ⁽⁶⁾	\$ 12.4					02/01/2018 ⁽⁷⁾ 01/31/2027	Class A Common Stock 5,400

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Howell Joseph H.
2900 UNIVERSITY BOULEVARD
AMES, IA 50010

Executive VP

Signatures

/s/ Troy M. Calkins as attorney-in-fact for Joseph H.
Howell

11/17/2017

__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 in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 21, 2017.

The price reported in Column 4 is a weighted-average price. The prices actually received range from \$21.75 to \$22.05. For all transactions reported in this Form 4 utilizing a weighted-average price, the reporting person undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.
- (2) Each share of Class B Common Stock is convertible, at any time at the election of the holder, into one share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) the date specified by the holders of at least 66 2/3% of the outstanding shares of Class B Common Stock, (ii) any transfer, except for certain "qualified transfers" (as defined in the Issuer's Certificate of Incorporation) or (iii) upon the death of a natural person holding shares of Class B Common Stock (subject to certain exceptions as defined in the Issuer's Certificate of Incorporation).
- (3) Granted pursuant to 2009 Unit Incentive Plan.
- (4) Vests as to 25% of the shares on the first anniversary of the grant date and as to 6.25% of the shares at the end of each three-month period thereafter.
- (5) Granted pursuant to the 2014 Equity Incentive Plan.
- (6) Vests in three equal annual installments commencing on the first anniversary of the grant date.
- (7)

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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