SALESFORCE COM INC

Form 4

November 23, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Hawkins Mark J

2. Issuer Name and Ticker or Trading Symbol

SALESFORCE COM INC [CRM]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Middle)

3. Date of Earliest Transaction

Director

THE LANDMARK @ ONE

(Street)

(First)

(Month/Day/Year)

X_ Officer (give title below)

10% Owner Other (specify

11/22/2016

below) Chief Financial Officer

6. Individual or Joint/Group Filing(Check

(Instr. 4)

MARKET STREET, SUITE 300

4. If Amendment, Date Original

(Instr. 8)

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN FRANCISCO, CA 94044

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

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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)

Conversion

or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Securities Code

6. Date Exercisable and Expiration

(Month/Day/Year)

Und

(Ins

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	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			
				Code V	(A) (D)	Date Exercisable	Expiration Date	Tit
Performance-Based Restricted Stock Units	\$ 0 (1)	11/22/2016		A	19,850	12/15/2019(2)	12/15/2019(2)	C
Non-qualified Stock Option (Right to Buy)	\$ 75.57	11/22/2016		A	159,119	11/22/2017 <u>(3)</u>	11/22/2023	C
Restricted Stock Units	\$ 0 (4)	11/22/2016		A	19,850	11/22/2017(5)	11/22/2020	C

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Hawkins Mark J THE LANDMARK @ ONE MARKET STREET SUITE 300 SAN FRANCISCO, CA 94044

Chief Financial Officer

Signatures

/s/ Scott Siamas, attorney-in-fact for Mark
Hawkins

11/23/2016

**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) Each performance-based restricted stock unit, or PRSU, represents a contingent right to receive one share of Issuer common stock.

The PRSUs will vest depending on Issuer's total shareholder return ("TSR") over the three-year period from the grant date (the "Performance Period"), relative to companies in the NASDAQ-100 Index as of the grant date (the "Index Group"). If Issuer's TSR over the Performance Period is at the 60th percentile when ranked against the Index Group TSRs, 100% of the target number of shares will

- vest. For every percentile by which Issuer's TSR ranking within the Index Group exceeds the 60th percentile, shares vesting will increase by 3 and 1/3%, up to a maximum payout of 200% of target if Issuer's TSR ranking is at the 99th percentile. For every percentile by which Issuer's TSR ranking within the Index Group is below the 60th percentile, shares vesting will decrease by 2 and 22/39%, with no payout if Issuer's TSR ranking is below the 30th percentile. If Issuer's absolute TSR over the Performance Period is negative, the number of shares vesting will not exceed 100% of target.
- Option vests over four years at the rate of 25% on November 22, 2017, the first anniversary of the holder's date of grant, with the balance vesting in equal monthly installments over the remaining 36 months.
- (4) Restricted Stock Units convert to shares of common stock on a one-for-one basis.
- (5) These restricted stock units vested as to 25% of the original grant on November 22, 2017 and vest as to 1/16 of the original grant quarterly thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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