

SALESFORCE COM INC
Form 4
November 23, 2016

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 *
Benioff Marc

(Last) (First) (Middle)

THE LANDMARK @ ONE
MARKET STREET, SUITE 300

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

SALESFORCE COM INC [CRM]

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

11/22/2016

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)

Chairman of the Board and CEO

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. T... 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	Title
Performance-Based Restricted Stock Units	\$ 0 ⁽¹⁾	11/22/2016		A			56,531		12/15/2019 ⁽²⁾	12/15/2019 ⁽²⁾	Co S
Non-qualified Stock Option (Right to Buy)	\$ 75.57	11/22/2016		A			151,057		11/22/2017 ⁽³⁾	11/22/2023	Co S

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benioff Marc THE LANDMARK @ ONE MARKET STREET SUITE 300 SAN FRANCISCO, CA 94105	X		Chairman of the Board and CEO	

Signatures

/s/ Scott Siamas, Attorney-in-Fact for Marc Benioff
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.

(3) Option is exercisable and 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.

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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