

Tableau Software Inc
Form 4
February 28, 2014

FORM 4

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

OMB APPROVAL

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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 *
BARRIS PETER J

2. Issuer Name and Ticker or Trading Symbol
Tableau Software Inc [DATA]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
1954 GREENSPRING DRIVE, SUITE 600
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2014

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

TIMONIUM, MD 21093

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

(City) (State) (Zip)

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	02/26/2014		C ⁽¹⁾		3,214,192	A	<u>(2)</u> 3,214,192	I	See Note 3 <u>(3)</u>
Class A Common Stock	02/26/2014		J ⁽⁴⁾		3,214,192	D	\$ 0 0	I	See Note 3 <u>(3)</u>
Class A Common Stock	02/26/2014		J ⁽⁵⁾		986,757	A	\$ 0 986,757	I	See Note 6 <u>(6)</u>
Class A Common	02/26/2014		J ⁽⁷⁾		986,757	D	\$ 0 0	I	See Note 6 <u>(6)</u>

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Stock									
Class A Common Stock	02/26/2014		J ⁽⁸⁾	64,128	A	\$ 0	64,128	I	See Note 9 ⁽⁹⁾
Class A Common Stock	02/26/2014		J ⁽¹⁰⁾	16,022	A	\$ 0	16,022	I	See Note 11 ⁽¹¹⁾
Class A Common Stock	02/26/2014		J ⁽¹²⁾	178,756	A	\$ 0	178,756	I	See Note 13 ⁽¹³⁾
Class A Common Stock	02/27/2014		S	80,819	D	\$ 94.47 ⁽¹⁴⁾	97,937	I	See Note 13 ⁽¹³⁾
Class A Common Stock	02/27/2014		S	16,547	D	\$ 95.54 ⁽¹⁶⁾	81,390	I	See Note 13 ⁽¹³⁾
Class A Common Stock	02/27/2014		S	14,874	D	\$ 96.7 ⁽¹⁷⁾	66,516	I	See Note 13 ⁽¹³⁾
Class A Common Stock	02/27/2014		S	6,516	D	\$ 97.11 ⁽¹⁸⁾	60,000	I	See Note 13 ⁽¹³⁾

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	⁽²⁾	02/26/2014		C	3,214,192	⁽²⁾	⁽¹⁵⁾	Class A Common Stock	3,214,192

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(13) The Reporting Person is a member of the Board of Directors of NEA LLC, which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of such portion of the shares of Class A Common Stock of the Issuer held by NEA LLC in which the Reporting Person has no pecuniary interest.

(14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$94 to \$94.98, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (14) to this Form 4.

(15) Not applicable.

(16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$95 to \$95.99, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (16) to this Form 4.

(17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96 to \$96.99, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (17) to this Form 4.

(18) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$97 to \$97.50, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (18) to this Form 4.

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.