

Tableau Software Inc
Form 4
March 05, 2014

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 *
BARRETT M JAMES

(Last) (First) (Middle)

1954 GREENSPRING
DRIVE, SUITE 600

(Street)

TIMONIUM, MD 21093

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	03/04/2014		C ⁽¹⁾		1,607,096	A	②	1,607,096	I	See Note 3 ⁽³⁾
Class A Common Stock	03/04/2014		J ⁽⁴⁾		1,607,096	D	\$ 0	0	I	See Note 3 ⁽³⁾
Class A Common Stock	03/04/2014		J ⁽⁵⁾		493,378	A	\$ 0	493,378	I	See Note 6 ⁽⁶⁾
Class A Common	03/04/2014		J ⁽⁷⁾		493,378	D	\$ 0	0	I	See Note 6 ⁽⁶⁾

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Stock									
Class A Common Stock	03/04/2014		<u>J⁽⁸⁾</u>	17,425	A	\$ 0	17,425	D	
Class A Common Stock	03/04/2014		<u>J⁽⁹⁾</u>	8,712	A	\$ 0	8,712	I	See Note 10 ⁽¹⁰⁾
Class A Common Stock	03/04/2014		<u>J⁽¹¹⁾</u>	3,673	A	\$ 0	3,673	I	See Note 12 ⁽¹²⁾
Class A Common Stock	03/04/2014		<u>J⁽¹³⁾</u>	5,039	A	\$ 0	5,039	I	See Note 14 ⁽¹⁴⁾
Class A Common Stock	03/03/2014		S	20,000	D	\$ 95.1351 ⁽¹⁷⁾	40,000	I	See Note 15 ⁽¹⁵⁾
Class A Common Stock	03/03/2014		S	10,000	D	\$ 96.0012 ⁽¹⁸⁾	30,000	I	See Note 15 ⁽¹⁵⁾
Class A Common Stock	03/04/2014		S	10,804	D	\$ 97.3133 ⁽¹⁹⁾	19,196	I	See Note 15 ⁽¹⁵⁾
Class A Common Stock	03/04/2014		<u>J⁽²⁰⁾</u>	89,428	A	\$ 0	108,624	I	See Note 15 ⁽¹⁵⁾

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	<u>(2)</u>	03/04/2014		C	1,607,096	<u>(2)</u>	<u>(16)</u>	Class A Common Stock	1,607,096

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- (13) The Radhika Barrett Trust (the "Radhika Barrett Trust") received 5,039 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 11 on March 4, 2014.

- (14) The Reporting Person is the trustee of the Radhika Barrett Trust, which is the direct beneficial owner of the shares. 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 the Radhika Barrett Trust in which the Reporting Person has no pecuniary interest.

- (15) The Reporting Person is a member of the Board of Directors of New Enterprise Associates LLC ("NEA LLC") which is the direct beneficial owner of the shares of Class A Common Stock of the Issuer. 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.

- (16) Not applicable.

- (17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$94.95 to \$95.71, 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 \$96 to \$96.07, 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.

- (19) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$97.30 to \$97.38, 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 (19) to this Form 4.

- (20) NEA LLC received 89,428 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 11 on March 4, 2014.

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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