

Zendesk, Inc.
Form 4
February 11, 2015

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 *
BLACK ALAN J

(Last) (First) (Middle)

1019 MARKET STREET

(Street)

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Zendesk, Inc. [ZEN]

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2015

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)
SVP and CFO

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		
Common Stock	02/09/2015		S ⁽¹⁾		5,800	D	
					\$ 25.2604 ⁽²⁾		
					206,562	I	Alan J. Black and Linda J. Black, Trustees of Black Family Trust - 2001 U/I DTD. November 26, 2001

Common Stock	02/09/2015		S ⁽¹⁾	200	D	\$ 25.85	206,362	I	Alan J. Black and Linda J. Black, Trustees of Black Family Trust - 2001 U/I DTD. November 26, 2001
Common Stock	02/09/2015		S ⁽¹⁾	2,000	D	\$ 25.2728 <u>(3)</u>	54,000	I	By Black 2014 Family Heritage Trust
Common Stock	02/09/2015		S ⁽¹⁾	2,000	D	\$ 25.2808 <u>(3)</u>	54,000	I	By Black 2013 Family Heritage Trust
Common Stock	02/09/2015		G V	12,500	D	\$ 0	276,215	D	
Common Stock	02/09/2015		G V	12,500	A	\$ 0	218,862	I	Alan J. Black and Linda J. Black, Trustees of Black Family Trust - 2001 U/I DTD. November 26, 2001

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
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