Ward Rob
Form 4
December 08, 2011

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ward Rob

(Last) (First) (Middle)

245 LYTTON AVENUE, SUITE 350

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Cornerstone OnDemand Inc [CSOD]

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 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			
Common Stock	12/06/2011		S		82,300	D	$ 17.9523 (3)	4,709,539	I	See Footnote. (1)
Common Stock	12/06/2011		S		1,500	D	$ 17.9523 (3)	85,835	I	See Footnote. (2)
Common Stock	12/07/2011		S		21,017	D	$ 17.849 (4)	4,688,522	I	See Footnote. (1)
Common Stock	12/07/2011		S		383	D	$ 17.849 (4)	85,452	I	See Footnote.

									(2)
Common Stock	12/08/2011		S	74,521	D	$ 18.0155 (5)	4,614,001	I	See Footnote. (1)
Common Stock	12/08/2011		S	1,358	D	$ 18.0155 (5)	84,094	I	See Footnote. (2)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ward Rob 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301	X	X		

Signatures

/s/ Joel Backman, by power of attorney for Robert D. Ward	12/08/2011
**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)	The reported securities are held of record by Meritech Capital Partners III L.P. ("MCP III"). Meritech Capital Associates III L.L.C. ("MCA III"), the general partner of MCP III, has sole voting and dispositive power with respect to the securities held by MCP III. The managing member of MCA III is Meritech Management Associates III L.L.C. ("MMA III"). Paul S. Madera, Michael B. Gordon, Robert D. Ward and George H. Bischof, the managing members of MMA III, share voting and dispositive power with respect to the shares held by MCP III. Such persons and entities disclaim beneficial ownership of the securities held by MCP III except to the extent of any pecuniary interest therein.
(2)	The reported securities are held of record by Meritech Capital Affiliates III L.P ("MC Aff III"). MCA III, the general partner of MC Aff III, has sole voting and dispositive power with respect to the securities held by MC Aff III. The managing member of MCA III is MMA III. Paul S. Madera, Michael B. Gordon, Robert D. Ward and George H. Bischof, the managing members of MMA III, share voting and dispositive power with respect to the shares held by MC Aff III. Such persons and entities disclaim beneficial ownership of the securities held by MC Aff III except to the extent of anypecuniary interest therein.
(3)	The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $17.805 to $18.30, 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 3 to this Form 4.
(4)	The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $17.78 to $17.97, 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 4 to this Form 4.
(5)	The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $17.79 to $18.215, 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 5 to this Form 4.

Remarks:

This report is one of two reports, each on a separate Form 4, but relating to the same transaction being filed by MCP III, MCA

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.