

SALESFORCE COM INC
Form 4
February 24, 2012

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 *
van Veenendaal Frank

(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)
02/23/2012

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)
Vice Chairman

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/23/2012 | | M | | 312 A \$ 0.001 | 5,308 | D |
| Common Stock | 02/24/2012 ⁽¹⁾ | | M | | 4,000 A \$ 25.97 | 9,308 | D |
| Common Stock | 02/24/2012 ⁽¹⁾ | | M | | 8,000 A \$ 52.76 | 17,308 | D |
| Common Stock | 02/24/2012 ⁽¹⁾ | | S | | 12,000 D \$ 144.38 | 5,308 | D |
| Common Stock | 02/24/2012 | | S | | 132 D \$ 144.38 | 5,176 | D |

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| | | | |
|--------------|-------|---|-----------------------|
| Common Stock | 1,500 | I | By Trust 1 <u>(2)</u> |
| Common Stock | 1,500 | I | By Trust 2 <u>(3)</u> |

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 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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Restricted Stock Units | \$ 0.001 | 02/23/2012 | | M | 312 | 11/23/2011 ⁽⁴⁾ 11/23/2015 | Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 25.97 | 02/24/2012 ⁽¹⁾ | | M | 4,000 | 11/25/2009 ⁽⁵⁾ 11/25/2013 | Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 52.76 | 02/24/2012 ⁽¹⁾ | | M | 8,000 | 02/26/2009 ⁽⁵⁾ 02/26/2013 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------------------|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| van Veenendaal Frank THE LANDMARK @ ONE MARKET STREET SUITE 300 SAN FRANCISCO, CA 94105 | | | Vice Chairman | |

Signatures

/s/ Audrey Wong, Attorney-in-Fact for Frank Van
Veenendaal

02/24/2012

__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) Acquisition/Disposition of Derivative and/or Non-Derivative securities is pursuant to a 10b5-1 Plan.
- (2) Represents shares held in the Frank van Veenendaal Grantor Retained Annuity Trust.
- (3) Represents shares held in the Leslie van Veenendaal Grantor Retained Annuity Trust.

Each restricted stock unit represents a right to receive one share of the Issuer's common stock upon vesting. Restricted stock units vest over four years, with 25% of the units vesting on the first anniversary of the holder's date of grant, as listed in the table, and the balance vesting in equal quarterly installments over the remaining 36 months. Vested amounts will be settled and delivered to the holder on each vesting date.

- (4) Option is exercisable and vests over four years at the rate of 25% of the total shares granted on the first anniversary of the holder's date of grant, as listed in the table, 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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