

SALESFORCE COM INC
Form SC 13G/A
February 14, 2006

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

salesforce.com, inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

79466L302

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (" Act ") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 79466L302

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Marc Benioff

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) "

(b) "

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power

NUMBER OF
SHARES

24,171,006 (1)

6. Shared Voting Power

BENEFICIALLY

OWNED BY

-0-

EACH

7. Sole Dispositive Power

REPORTING

PERSON

24,171,006 (1)

WITH

8. Shared Dispositive Power

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

24,171,006 (1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

21.9% (2)

12. Type of Reporting Person (See Instructions)

IN

- (1) Shares held in The Marc R. Benioff Revocable Trust.
- (2) Based on 110,177,206 shares of common stock outstanding as of 12/31/05.

Item 1. (a) Name of Issuer
salesforce.com, inc.

(b) Address of Issuer's Principal Executive Offices
The Landmark @ One Market, Suite 300

San Francisco, CA 94105

Item 2. (a) Name of Person Filing
Marc Benioff

(b) Address of Principal Business Office or, if none, Residence
salesforce.com, inc.

The Landmark @ One Market, Suite 300

San Francisco, CA 94105

(c) Citizenship
United States of America

(d) Title of Class of Securities
Common Stock

(e) CUSIP Number
79466L302

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Not applicable.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
24,171,006 (1)
- (b) Percent of class:
21.9% (2)
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
24,171,006 (1)
 - (ii) Shared power to vote or to direct the vote
-0-
 - (iii) Sole power to dispose or to direct the disposition of
24,171,006 (1)
 - (iv) Shared power to dispose or to direct the disposition of
-0-

-
- (1) Shares held in The Marc R. Benioff Revocable Trust.
 - (2) Based on 110,177,206 shares of common stock outstanding as of 12/31/05.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following “.”

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2006

By: /s/ Marc Benioff

Marc Benioff