### Edgar Filing: SPLUNK INC - Form 4

SPLUNK IN Form 4 November 1											
	UNITED ST.		RITIES A			NGE C	OMMISSION	OMB Number:	3235-0287		
Check th if no lon	aer			Expires:	January 31, 2005						
subject t Section Form 4 o	6. <b>SIAIEME</b>	STATEMENT OF CHANGES IN BENEFICIAL OWNERSH SECURITIES							verage rs per 0.5		
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations Mage Continue. See Instruction 1(b). Form 5 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 Section 17(a) of the Investment Company Act of 1940 Section 17(a) of the Investment Company Act of 1940											
(Print or Type Responses)											
	Address of Reporting Pers	Symbol	er Name <b>and</b> NK INC [S		Tradir	ıg	5. Relationship of Reporting Person(s) to Issuer				
(Last)							(Check all applicable)				
C/O SPLUI BRANNAN	NK INC., 250 N STREET	(Month/ 11/10/2	Day/Year) 014				X Director 10% Owner X Officer (give title Other (specify below) President, CEO & Chairman				
	endment, Date Original				6. Individual or Joint/Group Filing(Check						
Filed(Month/Day/Year) Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person											
(City)	(State) (Zip	<sup>o)</sup> Tab	ole I - Non-I	Derivative	Securi	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 24 (Month/Day/Year) Ex an (M	3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common			Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	11/10/2014		М	16,666	А	\$ 0.565	139,692	D			
Common Stock	11/10/2014		S <u>(1)</u>	43,188	D	\$ 66.57 (2)	96,504	D			
Common Stock	11/10/2014		S <u>(1)</u>	6,810	D	\$ 66.95 ( <u>3)</u>	89,694	D			
Common Stock	11/11/2014		М	16,666	А	\$ 0.565	106,360	D			
	11/11/2014		S <u>(1)</u>	14,381	D		91,979	D			

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Common Stock						\$ 66.57 (4)				
Common Stock	11/11/201	14	S <u>(1)</u>	2,285	D	\$ 67.03 (5)	89,694	D		
Common Stock	11/12/201	14	М	16,668	А	\$ 0.565	106,362	D		
Common Stock	11/12/201	14	S <u>(1)</u>	2,200	D	\$ 67.45 <u>(6)</u>	104,162	D		
Common Stock	11/12/201	14	S <u>(1)</u>	13,868	D	\$ 68.12 (7)	90,294	D		
Common Stock	11/12/201	14	S <u>(1)</u>	600	D	\$ 68.91	89,694	D		
Common Stock						_	1,806,350	I	See footnote (9)	
Common Stock							17,700	I	See footnote (10)	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.										
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)	Code	etiorDe Se S) Ac or (D (Ir	Number o erivative ccurities cquired (A Disposed ) nstr. 3, 4, d 5)	Expiration D (Month/Day,	ate	7. Title and J Underlying 3 (Instr. 3 and	Securities
				Code	V (A	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 0.565	11/10/2014		М		16,66	6 (11)	09/16/2018	Common Stock	16,666

(right to buy)								
Employee Stock Option (right to buy)	\$ 0.565	11/11/2014	М	16,666	(11)	09/16/2018	Common Stock	16,666
Employee Stock Option (right to buy)	\$ 0.565	11/12/2014	М	16,668	(11)	09/16/2018	Common Stock	16,668

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SULLIVAN GODFREY C/O SPLUNK INC. 250 BRANNAN STREET SAN FRANCISCO, CA 94107	Х		President, CEO & Chairman				
Signatures							
/s/ Steve Dean, by power of							

11/12/2014

Date

\*\*Signature of Reporting Person

attorney

## **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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 23, 2014.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.81 to \$66.80, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of

- (2) solution to solution the reporting reason undertakes to provide to the issuer, any security holder of the issuer, or the start of the securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) through (8) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.81 to \$67.30, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.93 to \$66.90, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.95 to \$67.23, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.75 to \$67.74, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.76 to \$68.74, inclusive.

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- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.77 to \$69.05, inclusive.
- (9) Shares held directly by the Godfrey and Suzanne Sullivan Revocable Trust dated December 5, 2000 for which the Reporting Person serves as a trustee.
- Shares held directly by the Reporting Person's younger daughter. The Reporting Person disclaims beneficial ownership of the shares,(10) and this report should not be deemed an admission that the Reporting Person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (11) The option is fully vested and immediately exercisable.

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.