SPLUNK INC Form 4 November 13, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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See Instruction

Form 4 or
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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SULLIVAN GODFREY			2. Issuer Name and Ticker or Trading Symbol SPLUNK INC [SPLK]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	_X_ Director 10% Owner		
C/O SPLUNK INC., 250 BRANNAN STREET			11/10/2014	X Officer (give title Other (specify below)		
				President, CEO & Chairman		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
SAN FRANCISCO, CA 94107				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial Code Ownership rect (I) (Instr. 4) tr. 4)

· · ·		(Month/Day/Year)	(Instr. 8) Code V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	(D) or Indire (Instr
Common Stock	11/10/2014		M	16,666	A	\$ 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 (3)	89,694	D
Common Stock	11/11/2014		M	16,666	A	\$ 0.565	106,360	D
	11/11/2014		S ⁽¹⁾	14,381	D		91,979	D

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Common Stock					\$ 66.57 (4)			
Common Stock	11/11/2014	S(1)	2,285	D	\$ 67.03 (5)	89,694	D	
Common Stock	11/12/2014	M	16,668	A	\$ 0.565	106,362	D	
Common Stock	11/12/2014	S <u>(1)</u>	2,200	D	\$ 67.45 <u>(6)</u>	104,162	D	
Common Stock	11/12/2014	S <u>(1)</u>	13,868	D	\$ 68.12 (7)	90,294	D	
Common Stock	11/12/2014	S <u>(1)</u>	600	D	\$ 68.91 (8)	89,694	D	
Common Stock						1,806,350	I	See footnote
Common Stock						17,700	I	See footnote (10)

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

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(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. Transact Code (Instr. 8)	5. Number of ionDerivative 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)	
				Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 0.565	11/10/2014		M		16,666	<u>(11)</u>	09/16/2018	Common Stock	16,666

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

Reporting Owners

Reporting Owner Name / Address	Relationships					
·L. · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
SULLIVAN GODFREY C/O SPLUNK INC. 250 BRANNAN STREET SAN FRANCISCO, CA 94107	X		President, CEO & Chairman			

Signatures

/s/ Steve Dean, by power of attorney

11/12/2014

**Signature of Reporting Person D

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 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.