

STEIN LEONARD R
Form 4
December 20, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
STEIN LEONARD R

2. Issuer Name and Ticker or Trading Symbol
SPLUNK INC [SPLK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O SPLUNK INC., 250
BRANNAN STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, General Counsel & Sec.

SAN FRANCISCO, CA 94107

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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	Price	
Common Stock	12/18/2012		S(1)	10,200	D 27.9114	141,270 (3)	D
					(2)		
Common Stock	12/18/2012		S(1)	1,000	D 28.2715	140,270	D
					(4)		
Common Stock	12/19/2012		S(1)	5,300	D 28.8777	134,970	D
					(5)		
Common Stock	12/19/2012		S(1)	5,800	D \$ 29.3888	129,170	D

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.21 to \$28.19, 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), (4), (5), (6) and (7) to this Form 4.
- (2) Includes 1,470 shares acquired under the Splunk Inc. Employee Stock Purchase Plan on December 17, 2012.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.22 to \$28.34, inclusive.
 - (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.11 to \$29.10, inclusive.
 - (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.11 to \$29.60, inclusive.
 - (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.87 to \$29.22, inclusive.

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.