SPLUNK INC
Form 4
September 04, 2014

FORM 4

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

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 [*] STEIN LEONARD R	2. Issuer Name **and** Ticker or Trading Symbol **SPLUNK INC [SPLK]**	5. Relationship of Reporting Person(s) to Issuer
(Last)　　(First)　　(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/02/2014	(Check all applicable) _____ Director　　_____ 10% Owner __X__ Officer (give title _____ Other (specify below)　　　　　below) SVP, General Counsel & Sec.
C/O SPLUNK INC., 250 BRANNAN STREET		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
SAN FRANCISCO, CA 94107		
(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	(A) or (D)	Price			
Common Stock	09/02/2014		M		10,000	A	$ 2.14	104,499 [(1)]	D	
Common Stock	09/02/2014		S[(2)]		500	D	$ 53.8 [(3)]	103,999	D	
Common Stock	09/02/2014		S[(2)]		600	D	$ 55.33 [(4)]	103,399	D	
Common Stock	09/02/2014		S[(2)]		2,000	D	$ 56.47 [(5)]	101,399	D	
	09/02/2014		S[(2)]		3,173	D		98,226	D	

1

Common Stock					$ 57.34 (6)		
Common Stock	09/02/2014		S(2)	2,600	D	$ 58.43 (7)	95,626	D
Common Stock	09/02/2014		S(2)	1,127	D	$ 59.39 (8)	94,499	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. 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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	$ 2.14	09/02/2014		M		10,000		(9)	04/20/2021	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEIN LEONARD R C/O SPLUNK INC. 250 BRANNAN STREET SAN FRANCISCO, CA 94107			SVP, General Counsel & Sec.	

Signatures

/s/ Steve Dean, by power of
attorney   09/04/2014

<u>**</u>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)   Includes 543 shares acquired under the Splunk Inc. Employee Stock Purchase Plan on June 16, 2014.

(2)   The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 20, 2014.

(3)   The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $53.52 to $54.14, 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 (3) and (8) to this Form 4.

(4)   The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $54.81 to $55.73, inclusive.

(5)   The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $55.95 to $56.80, inclusive.

(6)   The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $56.95 to $57.89, inclusive.

(7)   The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $57.96 to $58.93, inclusive.

(8)   The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $58.98 to $59.86, inclusive.

(9)   The option, representing a right to purchase a total of 500,000 shares, is subject to an early exercise provision pursuant to which 64,800 shares are immediately exercisable. One-fourth of the shares subject to the option vested on April 4, 2012 and one forty-eighth of the shares vest monthly thereafter.

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.