

Goodman John B
Form 4
June 18, 2018

FORM 4

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

OMB APPROVAL

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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 *
Goodman John B

2. Issuer Name and Ticker or Trading Symbol
Proto Labs Inc [PRLB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5540 PIONEER CREEK DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/14/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

MAPLE PLAIN, MN 55359

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 or Price | | |
| Common Stock | 06/14/2018 | | M ⁽¹⁾ | | 577 A \$ 62.68 | 12,655 | D |
| Common Stock | 06/14/2018 | | M ⁽¹⁾ | | 536 A \$ 70 | 13,191 | D |
| Common Stock | 06/14/2018 | | S ⁽²⁾ | | 713 D 131.8647 | 12,478 | D |
| Common Stock | 06/14/2018 | | S ⁽²⁾ | | 400 D \$ 130.85 | 12,078 | D |

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. 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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Option (right to buy) | \$ 62.68 | 06/14/2018 | | M ⁽¹⁾ | 577 | ⁽⁴⁾ 05/19/2024 | Common Stock | 577 |
| Stock Option (right to buy) | \$ 70 | 06/14/2018 | | M ⁽¹⁾ | 536 | ⁽⁴⁾ 05/19/2025 | Common Stock | 536 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Goodman John B 5540 PIONEER CREEK DRIVE MAPLE PLAIN, MN 55359 | | X | | |

Signatures

/s/ Samuel A. Rosenbaum,
attorney-in-fact

06/18/2018

**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) Stock option exercise effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 12, 2018.

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- (2) Sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 12, 2018.

Reflects the weighted average price of 713 shares of common stock of Proto Labs, Inc. sold by the reporting person on June 14, 2018 with sale prices ranging from \$131.50 to \$132.15 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

- (4) Fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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