SPLUNK INC Form 4 December 02, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Neustaetter Thomas M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) SPLUNK INC [SPLK]

(Check all applicable)

(Zip)

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

X_ Director 10% Owner Other (specify Officer (give title

C/O JK&B CAPITAL, TWO PRUDENTIAL PLAZA, 180 N. STETSON DRIVE

(State)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

11/27/2013

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I Non Derivative Securities Acquired Disposed of an Paneficially Ov

CHICAGO, IL 60601

(City)

(,)	(******)	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	e I - Non-L	erivative	Secui	rues Acq	uirea, Disposea o	i, or Beneficial	ly Ownea
1.Title of	2. Transaction Date		3.	4. Securities Acquired			5. Amount of	6. Ownership	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			` ′	Securities Beneficially	Form: Direct (D) or	Indirect Beneficial
(Ilisti. 3)		any (Month/Day/Year)	(Instr. 8)	(msu. 3,	4 anu	. 3)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
					(A)		Reported	(IIIsu: +)	(111311. 4)
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common			~(1)		_	\$			
Stock	11/27/2013		S(1)	1,300	D	72.54	83,803	D	
Common Stock	11/27/2013		S <u>(1)</u>	200	D	\$ 73.34	83,603	D	

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Nu	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

X

Reporting Owners

Relationships Reporting Owner Name / Address 10% Officer Director Other

Owner Neustaetter Thomas M C/O JK&B CAPITAL, TWO PRUDENTIAL PLAZA

12/02/2013

180 N. STETSON DRIVE CHICAGO, IL 60601

Signatures

/s/ Steve Dean, by power of attorney

> **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).
- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 4, **(1)** 2013.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.28 (2) to \$72.80, 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.

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.

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