SPLUNK INC Form 4 April 09, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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)

See Instruction

1. Name and Address of Reporting Person * SMITH GRAHAM		Symb	ssuer Name <b>and</b> Tick ool UNK INC [SPLI	, and the second	Issuer	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)  C/O SPLUM  BRANNAM	NK INC., 250	(Mor	te of Earliest Transa th/Day/Year) 7/2015	ction	X Director Officer (give below)	10%	Owner r (specify		
SAN FRAN	(Street) NCISCO, CA 941	Filed	Amendment, Date O (Month/Day/Year)	riginal	6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person		rson		
(City)	(State)	(Zip)	Гable I - Non-Deriv	ative Securities A	cquired, Disposed of	, or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		, if Transaction(A) Code (Instar) (Instr. 8)	Securities Acquired or Disposed of (D str. 3, 4 and 5)  (A) or nount (D) Price	D) Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	04/07/2015		S(1) 5,0	000 D $\frac{\$}{61.8}$	4 79,126	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.

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

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative		•		Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(2.11541
					4, and 5)						
					i, and 3)						
									Amount		
						Data	Evaluation		or		
						Date	Expiration	Title	Number		
						Exercisable	Date	C	of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SMITH GRAHAM C/O SPLUNK INC. 250 BRANNAN STREET SAN FRANCISCO, CA 94107	X					

## **Signatures**

/s/ Steve Dean, by power of attorney 04/09/2015

\*\*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) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 30, 2014. 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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