Cleveland Bradley A. Form 5

February 14, 2013

FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Check this box if Washington, D.C. 20549

Expires: January 31, 2005

3235-0362

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

Number:

1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Cleveland Bradley A. Symbol Proto Labs Inc [PRLB] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) _X_ Director 10% Owner _X_ Officer (give title Other (specify 12/31/2012 below) below) 5540 PIONEER CREEK DRIVE President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

MAPLE PLAIN, MNÂ 55359

(State)

(Zin)

(City)

X 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) (A) or		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Amount	(D)	Price			By Bradley	
Common Stock	12/14/2012	Â	G	210,000	D	\$0	746,182	I	A. Cleveland Declaration Trust	
Common Stock	12/14/2012	Â	G	55,000	A	\$0	94,500	I	By JMC Irrevocable Gift Trust (1)	
	12/14/2012	Â	G	55,000	A	\$0	94,500	I		

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Common Stock									By KEC Irrevocable Gift Trust (1)	
Common Stock	12/14/2012	Â	G	100,000	A	\$0	100,000	I	By Patricia M. Cleveland Declaration Trust	
Common Stock	12/27/2012	Â	G	50,000	D	\$0	696,182 (2)	I	By Bradley A. Cleveland Declaration Trust	
Common Stock	12/31/2012	Â	G	100,000	D	\$ 0	0	I	By Patricia M. Cleveland Declaration Trust	
Common Stock	12/31/2012	Â	G	100,000	A	\$ 0	100,000	I	By JK Cleveland Irrevocable Trust (3)	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.			Persons who respond to the collection of information SEC 2270 contained in this form are not required to respond unless (9-02)							

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	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	int of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	е		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
	•				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date Expir Exercisable Date	Expiration	m: a	or	
							Date	Title	Number	
									of	
					(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

Cleveland Bradley A.

5540 PIONEER CREEK DRIVE Â X Â Â President and CEO Â
MAPLE PLAIN, MNÂ 55359

Signatures

/s/ Julie M. Regnier, Attorney-in-Fact for Bradley A.
Cleveland

02/14/2013

**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 reporting person has no voting rights over the shares and disclaims beneficial ownership.
- This report does not reflect 50,000 shares of the Issuer's common stock held by a tax exempt section 501(c)(3) charitable foundation for (2) which the reporting person serves as a director. The reporting person holds no pecuniary interest in the shares owned by the charitable
- (2) which the reporting person serves as a director. The reporting person holds no pecuniary interest in the shares owned by the charitable foundation.
- (3) These shares are held indirectly by a trust for the benefit of the reporting person's children. The reporting person is a trustee of the trust. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest in them.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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