

SPLUNK INC  
Form 4  
October 12, 2016

**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 \*  
SULLIVAN GODFREY

(Last) (First) (Middle)

C/O SPLUNK INC., 250  
BRANNAN STREET

(Street)

SAN FRANCISCO, CA 94107

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SPLUNK INC [SPLK]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/10/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/22/2016		G	V	50,000	D	\$ 0
Common Stock	10/10/2016		M		25,000	A	\$ 0.565
Common Stock	10/10/2016		S <sup>(1)</sup>		32,458	D	\$ 61.41 <sup>(2)</sup>
Common Stock	10/10/2016		S <sup>(1)</sup>		7,542	D	\$ 61.83 <sup>(3)</sup>
	10/11/2016		M		25,000	A	\$ 321,676

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Common Stock						\$ 0.565		
Common Stock	10/11/2016		S <sup>(1)</sup>	20,600	D	\$ 59.93 <u>(4)</u>	301,076	D
Common Stock	10/11/2016		S <sup>(1)</sup>	19,400	D	\$ 60.78 <u>(5)</u>	281,676	D
Common Stock	10/12/2016		M	25,000	A	\$ 0.565	306,676	D
Common Stock	10/12/2016		S <sup>(1)</sup>	36,900	D	\$ 57.6 <u>(6)</u>	269,776	D
Common Stock	10/12/2016		S <sup>(1)</sup>	2,400	D	\$ 58.15 <u>(7)</u>	267,376	D
Common Stock	10/12/2016		S <sup>(1)</sup>	700	D	\$ 59.39 <u>(8)</u>	266,676	D
Common Stock							900,000	I
								See footnote <u>(9)</u>

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

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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 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)	\$ 0.565	10/10/2016		M	25,000	<u>(10)</u>	09/16/2018	Common Stock	25,000



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Shares held directly by the Godfrey and Suzanne Sullivan Revocable Trust dated December 5, 2000 for which the Reporting Person serves as a trustee.

(10) The option is fully vested and immediately exercisable.

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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