SPLUNK INC Form 4 December 09, 2013

# FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

Form 4 or Form 5 obligations SECURITIES

Estimated average burden hours per response... 0.5

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

struction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Add SULLIVAN G	•	ng Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol SPLUNK INC [SPLK]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)  C/O SPLUNK BRANNAN S'		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/05/2013	X Director 10% Owner X Officer (give title Other (specify below) President, CEO & Chairman			
(Street)  SAN FRANCISCO, CA 94107			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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

		Table	: I - Moll-D	errvauve se	curin	es Acqu	un eu, Disposeu oi	i, or belieficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	12/05/2013		A	160,000 (1)	A	\$ 0	724,790	D	
Common Stock							1,856,350	I	See footnote (2)
Common Stock							20,700	I	See footnote (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 contained in this form are not (9-02)

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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)

1. Title o	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt 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)	Derivativ	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		Or		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
·F. · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other				
SULLIVAN GODFREY C/O SPLUNK INC. 250 BRANNAN STREET SAN FRANCISCO, CA 94107	X		President, CEO & Chairman					

12/09/2013

## **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).
- (1) The reported securities are represented by restricted stock units ("RSUs"). Twenty-five percent of the RSUs vest on December 10, 2014 and 1/16th of the RSUs shall vest quarterly thereafter.
- (2) Shares held directly by the Godfrey and Suzanne Sullivan Revocable Trust dated December 5, 2000 for which the Reporting Person serves as a trustee.
- Shares held directly by the Reporting Person's younger daughter. The Reporting Person disclaims beneficial ownership of the shares, and (3) this report should not be deemed an admission that the Reporting Person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.

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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