

SPLUNK INC  
Form 4  
December 11, 2014

**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 \*  
CONTE DAVID F

(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)  
12/09/2014

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)  
SVP & Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/09/2014		M		21,000 A \$ 2.94	150,646	D
Common Stock	12/09/2014		S <sup>(1)</sup>		4,700 D \$ 60.4 <sup>(2)</sup>	145,946	D
Common Stock	12/09/2014		S <sup>(1)</sup>		14,384 D \$ 61.19 <sup>(3)</sup>	131,562	D
Common Stock	12/09/2014		S <sup>(1)</sup>		1,916 D \$ 62.14 <sup>(4)</sup>	129,646	D
	12/11/2014		S <sup>(5)</sup>		9,102 D	120,544	D

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Common Stock					\$ 58.25 (6)		
Common Stock	12/11/2014	S <sup>(5)</sup>	2,600	D	\$ 59.57 (7)	117,944	D
Common Stock	12/11/2014	S <sup>(5)</sup>	200	D	\$ 60.19 (8)	117,744	D
Common Stock	12/11/2014	S <sup>(1)</sup>	512	D	\$ 57.51 (9)	117,232	D
Common Stock	12/11/2014	S <sup>(1)</sup>	300	D	\$ 58.67 (10)	116,932	D
Common Stock	12/11/2014	S <sup>(1)</sup>	293	D	\$ 59.93 (11)	116,639	D
Common Stock	12/11/2014	S <sup>(1)</sup>	100	D	\$ 60.98	116,539	D

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

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(9-02)

**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)	\$ 2.94	12/09/2014		M	21,000	(12)	07/14/2021	Common Stock	21,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONTE DAVID F C/O SPLUNK INC. 250 BRANNAN STREET SAN FRANCISCO, CA 94107			SVP & Chief Financial Officer	

## Signatures

/s/ Steve Dean, by power of attorney

12/11/2014

\*\*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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 27, 2014.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.70 to \$60.68, 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 within the ranges set forth in footnotes (2) through (4) and (6) through (11) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.70 to \$61.68, inclusive.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.73 to \$62.66, inclusive.

(5) The reported shares were sold to satisfy the Reporting Person's tax liability in connection with the vesting of restricted stock units.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.0867 to \$59.02, inclusive.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.11 to \$59.99, inclusive.

(8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.11 to \$60.26, inclusive.

(9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.17 to \$58.14, inclusive.

(10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.27 to \$58.97, inclusive.

(11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.67 to \$60.17, inclusive.

(12) The option, representing a right to purchase a total of 1,000,000 shares, is subject to an early exercise provision pursuant to which 34,013 shares become exercisable on January 1, 2015. One-fourth of the shares subject to the option vested on July 15, 2012 and one forty-eighth of the shares vest monthly thereafter.

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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