

SULLIVAN GODFREY

Form 4

December 14, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
12/12/2012

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)

President, CEO & Chairman

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)
Common Stock	12/11/2012		G	V 5,000 D	\$ 0 252,790	D	
Common Stock	12/12/2012		M	62,500 A	\$ 0.565 315,290	D	
Common Stock	12/12/2012		S ⁽¹⁾	62,500 D	\$ 27.2038 252,790	D	
Common Stock	12/14/2012		M	62,500 A	\$ 0.565 315,290	D	
Common Stock	12/14/2012		S ⁽¹⁾	62,500 D	\$ 27.3776 252,790	D	

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(3)

Common Stock	12/11/2012	G	V	30,000	D	\$ 0	2,361,150	I	See footnote (4)
Common Stock							20,000	I	See footnote (5)
Common Stock							20,000	I	See footnote (6)

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)	\$ 0.565	12/12/2012		M	62,500	(7) 09/16/2018	Common Stock 62,500
Employee Stock Option (right to buy)	\$ 0.565	12/14/2012		M	62,500	(7) 09/16/2018	Common Stock 62,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

SULLIVAN GODFREY
C/O SPLUNK INC.
250 BRANNAN STREET
SAN FRANCISCO, CA 94107

X

President, CEO & Chairman

Signatures

/s/ Steve Dean, by power of
attorney

12/14/2012

__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 September 20, 2012.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.96 to \$27.82, 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) and (3) to this Form 4.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.00 to \$27.64, inclusive.
 - (3) Shares held directly by the Godfrey and Suzanne Sullivan Revocable Trust dated December 5, 2000 for which Mr. Sullivan serves as a trustee.
 - (4) Shares held directly by Mr. Sullivan as custodian for his elder daughter.
 - (5) Shares held directly by Mr. Sullivan as custodian for his younger daughter.
 - (6) 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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