

SPLUNK INC  
Form 4  
October 15, 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 \*  
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)  
10/13/2014

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)  
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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/13/2014		M		16,666	A	\$ 0.565
Common Stock	10/13/2014		S <sup>(1)</sup>		3,700	D	\$ 50.32
Common Stock	10/13/2014		S <sup>(1)</sup>		5,866	D	\$ 51.18
Common Stock	10/13/2014		S <sup>(1)</sup>		5,900	D	\$ 52.05

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Common Stock	10/13/2014		<u>S<sup>(1)</sup></u>	600	D	\$ 53.18 <u>(5)</u>	173,624	D	
Common Stock	10/13/2014		<u>S<sup>(1)</sup></u>	941	D	\$ 54.62 <u>(6)</u>	172,683	D	
Common Stock	10/14/2014		M	16,666	A	\$ 0.565	189,349	D	
Common Stock	10/14/2014		<u>S<sup>(1)</sup></u>	16,666	D	\$ 52.07	172,683	D	
Common Stock	10/15/2014		M	16,668	A	\$ 0.565	189,351	D	
Common Stock	10/15/2014		<u>S<sup>(1)</sup></u>	1,719	D	\$ 50.29 <u>(7)</u>	187,632	D	
Common Stock	10/15/2014		<u>S<sup>(1)</sup></u>	9,149	D	\$ 51.38 <u>(8)</u>	178,483	D	
Common Stock	10/15/2014		<u>S<sup>(1)</sup></u>	1,300	D	\$ 52.26 <u>(9)</u>	177,183	D	
Common Stock	10/15/2014		<u>S<sup>(1)</sup></u>	3,400	D	\$ 53.48 <u>(10)</u>	173,783	D	
Common Stock	10/15/2014		<u>S<sup>(1)</sup></u>	8,650	D	\$ 54.05 <u>(11)</u>	165,133	D	
Common Stock							1,806,350	I	See footnote <u>(12)</u>
Common Stock							17,700	I	See footnote <u>(13)</u>

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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within the ranges set forth in footnotes (2) 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 \$50.71 to \$51.70, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.71 to \$52.57, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.85 to \$53.54, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.08 to \$54.86, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.80 to \$50.76, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.82 to \$51.81, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.83 to \$52.77, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.92 to \$53.90, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.00 to \$54.35, inclusive.
- (12) Shares held directly by the Godfrey and Suzanne Sullivan Revocable Trust dated December 5, 2000 for which the Reporting Person serves as a trustee.
- (13) Shares held directly by the Reporting Person's younger daughter. The Reporting Person disclaims beneficial ownership of the shares, and 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.
- (14) 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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