

SPLUNK INC  
Form 4  
March 11, 2015

**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)  
03/09/2015

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/09/2015		A		50,000 <sup>(1)</sup>	A	\$ 0 746,048 <sup>(2)</sup> D
Common Stock	03/09/2015		M		16,666	A	\$ 0.565 762,714 D
Common Stock	03/09/2015		S <sup>(3)</sup>		32,932	D	\$ 61.78 <sup>(4)</sup> 729,782 D
Common Stock	03/09/2015		S <sup>(3)</sup>		400	D	\$ 62.5 <sup>(5)</sup> 729,382 D
Common Stock	03/10/2015		M		16,666	A	\$ 0.565 746,048 D

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Common Stock	03/10/2015	S <sup>(3)</sup>	16,166	D	\$ 60.65 (6)	729,882	D	
Common Stock	03/10/2015	S <sup>(3)</sup>	500	D	\$ 61.25 (7)	729,382	D	
Common Stock	03/11/2015	M	16,668	A	\$ 0.565	746,050	D	
Common Stock	03/11/2015	S <sup>(3)</sup>	14,368	D	\$ 60.96 (8)	731,682	D	
Common Stock	03/11/2015	S <sup>(3)</sup>	2,300	D	\$ 61.62 (9)	729,382	D	
Common Stock						1,100,000 (10)	I	See footnote (11)
Common Stock						12,700	I	See footnote (12)

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	03/09/2015		M	16,666	(13)	09/16/2018	Common Stock	16,666
	\$ 0.565	03/10/2015		M	16,666	(13)	09/16/2018		16,666



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- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.39 to \$62.02, inclusive.
- (10) Excludes 500,000 shares previously held directly by the Trust which were re-registered on February 24, 2015 and are now held directly by the Reporting Person.
- (11) Shares held directly by the Trust.  
Shares held directly by the Reporting Person's younger daughter. The Reporting Person disclaims beneficial ownership of the shares,
- (12) 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.
- (13) 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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