

Schneider Jacqueline D.

Form 3

February 23, 2012

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

Schneider Jacqueline D.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/23/2012

3. Issuer Name **and** Ticker or Trading Symbol
Proto Labs Inc [PRLB]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

5540 PIONEER CREEK DRIVE

(Street)

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
VP Sales & Customer Service6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

MAPLE PLAIN, MN 55359

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

0

D

A

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	02/13/2017	Common Stock	35,000	\$ 3.37	D	Â
Employee Stock Option (right to buy)	Â (2)	03/11/2018	Common Stock	35,000	\$ 4.54	D	Â
Employee Stock Option (right to buy)	Â (3)	04/28/2019	Common Stock	35,000	\$ 5.56	D	Â
Employee Stock Option (right to buy)	Â (4)	12/21/2020	Common Stock	70,000	\$ 7.86	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Schneider Jacqueline D. 5540 PIONEER CREEK DRIVE MAPLE PLAIN, MN 55359	Â	Â	Â VP Sales & Customer Service	Â	

Signatures

/s/ Catherine M. Verschelden, Attorney-in-Fact for Jacqueline D.
Schneider

02/23/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Fully vested.

(2) The option vests as to 20% of the shares in five annual installments beginning on March 11, 2009.

(3) The option vests as to 20% of the shares in five annual installments beginning on April 28, 2010.

(4) The option vests as to 20% of the shares in five annual installments beginning on December 21, 2011.

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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