

STEIN LEONARD R

Form 4

March 14, 2018

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**STEIN LEONARD R**

(Last) (First) (Middle)

**C/O SPLUNK INC., 270  
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)

**03/13/2018**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

**SVP, Corp Affairs & CLO**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	03/13/2018		S <sup>(1)</sup>	400 D	\$ 105.64 (2)	78,606	D
Common Stock	03/13/2018		S <sup>(1)</sup>	2,147 D	\$ 106.82 (3)	76,459	D
Common Stock	03/13/2018		S <sup>(1)</sup>	600 D	\$ 107.72 (4)	75,859	D
Common Stock	03/13/2018		S <sup>(1)</sup>	500 D	\$ 108.91	75,359	D

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Common Stock	03/14/2018	S <sup>(6)</sup>	300	D	(5)			D
					\$	106.15	75,059	
Common Stock	03/14/2018	S <sup>(6)</sup>	700	D	(7)			D
					\$	107.09	74,359	
Common Stock	03/14/2018	S <sup>(6)</sup>	2,403	D	(8)			D
					\$	107.99	71,956	
Common Stock	03/14/2018	S <sup>(6)</sup>	2,697	D	(9)			D
					\$	109.02	69,259	
Common Stock	03/14/2018	S <sup>(6)</sup>	300	D	(10)			D
					\$	109.79	68,959	
Common Stock	03/14/2018	S <sup>(6)</sup>	300	D	(11)			D
					\$	109.79	68,959	

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

**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.**

SEC 1474  
(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SVP, Corp Affairs & CLO

STEIN LEONARD R  
C/O SPLUNK INC.  
270 BRANNAN STREET  
SAN FRANCISCO, CA 94107

## Signatures

/s/ Steve Dean, by power of  
attorney

03/14/2018

\_\_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 reported shares were sold to satisfy the Reporting Person's tax liability in connection with the vesting of restricted stock units ("RSUs") and performance units ("PSUs").
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$105.06 to \$106.05, 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 (5) and (7) 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 \$106.35 to \$107.19, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$107.36 to \$108.32, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$108.39 to \$109.18, inclusive.
- (6) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 28, 2017.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$105.59 to \$106.52, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$106.63 to \$107.485, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$107.66 to \$108.53, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$108.67 to \$109.65, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$109.70 to \$109.88, inclusive.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.