

MCLAUGHLIN MARK D

Form 4

April 04, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCLAUGHLIN MARK D

(Last) (First) (Middle)

C/O PALO ALTO NETWORKS
INC., 3000 TANNERY WAY

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Palo Alto Networks Inc [PANW]

3. Date of Earliest Transaction
(Month/Day/Year)
04/02/2018

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)

Chief Executive Officer

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	04/02/2018		S <u>(1)</u>		2,930	D \$ 178.413 <u>(2)</u>	122,070	I	See footnote <u>(3)</u>
Common Stock	04/02/2018		S <u>(1)</u>		8,230	D \$ 179.086 <u>(4)</u>	113,840	I	See footnote <u>(3)</u>
Common Stock	04/02/2018		S <u>(1)</u>		3,278	D \$ 180.008 <u>(5)</u>	110,562	I	See footnote <u>(3)</u>
Common Stock	04/02/2018		S <u>(1)</u>		562	D \$ 180.888	110,000	I	See footnote

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Common Stock	04/02/2018	S ⁽¹⁾	3,983	D	⁽⁶⁾ \$ 178,411	21,017	I	⁽³⁾ See footnote (7)
Common Stock	04/02/2018	S ⁽¹⁾	13,154	D	⁽²⁾ \$ 179.168	7,863	I	⁽⁷⁾ See footnote (7)
Common Stock	04/02/2018	S ⁽¹⁾	5,425	D	⁽⁴⁾ \$ 180.048	2,438	I	⁽⁷⁾ See footnote (7)
Common Stock	04/02/2018	S ⁽¹⁾	2,438	D	⁽⁵⁾ \$ 180.93	0	I	⁽⁸⁾ See footnote (7)
Common Stock						296,450	D	

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				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
MCLAUGHLIN MARK D C/O PALO ALTO NETWORKS INC.	X Chief Executive Officer

3000 TANNERY WAY
SANTA CLARA, CA 95054

Signatures

/s/ Jeff True, Attorney-in-Fact for Mark D.
McLaughlin

04/04/2018

____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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

This sale price represents the weighted average sale price of the shares sold ranging from \$177.67 to \$178.65 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(3) Shares are held by the McLaughlin GRAT I, for which the Reporting Person serves as a trustee.

This sale price represents the weighted average sale price of the shares sold ranging from \$178.67 to \$179.65 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(5) This sale price represents the weighted average sale price of the shares sold ranging from \$179.67 to \$180.61 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(6) This sale price represents the weighted average sale price of the shares sold ranging from \$180.68 to \$180.29 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(7) Shares are held by the McLaughlin GRAT II, for which the Reporting Person serves as a trustee.

This sale price represents the weighted average sale price of the shares sold ranging from \$180.68 to \$181.535 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

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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