

MCLAUGHLIN MARK D
Form 4
June 13, 2018

FORM 4

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

OMB APPROVAL

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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 *
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)
06/12/2018

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)

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 | 06/12/2018 | | M | | 21,911 | A | \$ 10.77 |
| Common Stock | 06/12/2018 | | S ⁽¹⁾ | | 5,996 | D | \$ 200.846 |
| Common Stock | 06/12/2018 | | S ⁽¹⁾ | | 4,007 | D | \$ 201.736 |
| Common Stock | 06/12/2018 | | S ⁽¹⁾ | | 5,400 | D | \$ 202.78 |
| | 06/12/2018 | | S ⁽¹⁾ | | 1,800 | D | |

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| | | | | | | | | |
|--------------|------------|------|--------|---|--------------------|---------|---|------------------|
| Common Stock | | | | | \$ 203.529 (5) | | | |
| Common Stock | 06/12/2018 | S(1) | 3,258 | D | \$ 204.84 (6) | 295,206 | D | |
| Common Stock | 06/12/2018 | S(1) | 1,450 | D | \$ 205.474 (7) | 293,756 | D | |
| Common Stock | 06/12/2018 | S(1) | 10,463 | D | \$ 200.75 (8) | 59,537 | I | See footnote (9) |
| Common Stock | 06/12/2018 | S(1) | 1,000 | D | \$ 202.032 (10) | 58,537 | I | See footnote (9) |
| Common Stock | 06/12/2018 | S(1) | 3,300 | D | \$ 202.964 (11) | 55,237 | I | See footnote (9) |
| Common Stock | 06/12/2018 | S(1) | 500 | D | \$ 203.72 (12) | 54,737 | I | See footnote (9) |
| Common Stock | 06/12/2018 | S(1) | 2,365 | D | \$ 205.007 (13) | 52,372 | I | See footnote (9) |
| Common Stock | 06/12/2018 | S(1) | 461 | D | \$ 205.524 (14) | 51,911 | I | See footnote (9) |

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) | \$ 10.77 | 06/12/2018 | M | 21,911 | (15) | 09/29/2021 | Common Stock | 21,911 |
|--|----------|------------|---|--------|------|------------|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCLAUGHLIN MARK D C/O PALO ALTO NETWORKS INC. 3000 TANNERY WAY SANTA CLARA, CA 95054 | X | | | |

Signatures

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

06/13/2018

__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.

(2) This sale price represents the weighted average sale price of the shares sold ranging from \$200.23 to \$201.16 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) This sale price represents the weighted average sale price of the shares sold ranging from \$201.23 to \$202.215 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.

(4) This sale price represents the weighted average sale price of the shares sold ranging from \$202.25 to \$203.23 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 \$203.35 to \$204.13 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 \$204.41 to \$205.36 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) This sale price represents the weighted average sale price of the shares sold ranging from \$205.42 to \$205.51 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.

(8) This sale price represents the weighted average sale price of the shares sold ranging from \$200.38 to \$201.26 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.

(9) Shares are held by The Mark D. McLaughlin 2017 Annuity Trust ("McLaughlin GRAT I"), for which the Reporting Person serves as a trustee.

(10)

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This sale price represents the weighted average sale price of the shares sold ranging from \$201.43 to \$202.41 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.

- (11) This sale price represents the weighted average sale price of the shares sold ranging from \$202.44 to \$203.43 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.

- (12) This sale price represents the weighted average sale price of the shares sold ranging from \$203.45 to \$204.12 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.

- (13) This sale price represents the weighted average sale price of the shares sold ranging from \$204.50 to \$205.49 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.

- (14) This sale price represents the weighted average sale price of the shares sold ranging from \$205.50 to \$205.61 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.

- (15) The shares subject to the option are fully vested and 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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