SULLIVAN GODFREY

Form 4

November 21, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SULLIVAN GODFREY			2. Issuer Name and Ticker or Trading Symbol SPLUNK INC [SPLK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	· · · · · · · · · · · · · · · · · · ·			
C/O SPLUNK INC., 270 BRANNAN STREET			(Month/Day/Year)	_X_ Director 10% Owner Officer (give title Other (specify			
			11/17/2017	below) below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
		0.41.07	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
SAN FRANCISCO, CA 94107				Person			
(61.)	(6						

(City)	(State)	(Zip) 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 or Disposed (Instr. 3, 4	d of (I and 5)))	Beneficially Form: Owned Direct Following or Indi	Ownership	Beneficial D) Ownership	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 4) (Instr. 3 and 4)			
Common Stock	11/17/2017		M	287,515	A	\$ 0.565	803,305	D		
Common Stock	11/17/2017		S(1)	47,342	D	\$ 79.03 (2)	755,963	D		
Common Stock	11/17/2017		S(1)	175,923	D	\$ 80.21 (3)	580,040	D		
Common Stock	11/17/2017		S <u>(1)</u>	260,733	D	\$ 81.17 (4)	319,307	D		

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Common Stock $S_{\underline{(1)}}$ $S_{\underline{(1)}}$ $S_{\underline{(5)}}$ $S_{\underline{(5)}}$ $S_{\underline{(5)}}$ $S_{\underline{(5)}}$ $S_{\underline{(5)}}$ $S_{\underline{(5)}}$ $S_{\underline{(5)}}$

 $\begin{array}{c} \text{Common} \\ \text{Stock} \end{array} \hspace{1cm} 100,000 \hspace{1cm} \text{I} \hspace{1cm} \begin{array}{c} \text{See} \\ \text{footnote} \\ \text{(6)} \end{array}$

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 orDerivative 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 Number Shares
Employee Stock Option (right to	\$ 0.565	11/17/2017		M	287,515	<u>(7)</u>	09/16/2018	Common Stock	287,51

Reporting Owners

Reporting Owner Name / Address	Relationships						
topotong o mari i mari	Director	10% Owner	Officer	Other			
SULLIVAN GODFREY							
C/O SPLUNK INC.	X						
270 BRANNAN STREET	Λ						
SAN FRANCISCO, CA 94107							

Signatures

buy)

/s/ Steve Dean, by power of attorney 11/21/2017

**Signature of Reporting Person Date

Reporting Owners 2

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 on February 27, 2017.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$78.60 to \$79.54, 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) 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 \$79.65 to \$80.64, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.65 to \$81.64, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$81.65 to \$81.955, inclusive.
- (6) Shares held directly by the Godfrey and Suzanne Sullivan Revocable Trust dated December 5, 2000 for which the Reporting Person serves as a trustee.
- (7) 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. 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.