

SULLIVAN GODFREY

Form 4

December 21, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SULLIVAN GODFREY

(Last) (First) (Middle)

C/O SPLUNK INC., 250
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)
12/19/2012

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)

President, CEO & Chairman

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 | 12/18/2012 | | G | V 100,000 A \$ 0 | 352,790 | D | |
| Common Stock | 12/19/2012 | | G | V 1,000 D \$ 0 | 351,790 | D | |
| Common Stock | 12/19/2012 | | M | 62,500 A \$ 0.565 | 414,290 | D | |
| Common Stock | 12/19/2012 | | S ⁽¹⁾ | 36,823 D \$ 28.9505 | 377,467 | D | |
| Common Stock | 12/19/2012 | | S ⁽¹⁾ | 25,677 D \$ 29.4512 | 351,790 | D | |

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(3)

| | | | | | | | | | |
|--------------|------------|--|------------------|---------|---|---------------|-----------|---|------------------|
| Common Stock | 12/21/2012 | | M | 62,500 | A | \$ 0.565 | 414,290 | D | |
| Common Stock | 12/21/2012 | | S ⁽¹⁾ | 62,500 | D | \$ 29.2032 | 351,790 | D | |
| | | | | | | (4) | | | |
| Common Stock | 12/17/2012 | | G V | 4,800 | D | \$ 0 | 2,356,350 | I | See footnote (5) |
| Common Stock | 12/18/2012 | | G V | 100,000 | D | \$ 0 | 2,256,350 | I | See footnote (5) |
| Common Stock | | | | | | | 20,000 | I | See footnote (6) |
| Common Stock | | | | | | | 20,000 | I | See footnote (7) |

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

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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) | Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 0.565 | 12/19/2012 | | M | 62,500 | (8) 09/16/2018 | Common Stock | 62,500 | |
| Employee Stock Option | \$ 0.565 | 12/21/2012 | | M | 62,500 | (8) 09/16/2018 | Common Stock | 62,500 | |

(right to
buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SULLIVAN GODFREY C/O SPLUNK INC. 250 BRANNAN STREET SAN FRANCISCO, CA 94107 | X | | President, CEO & Chairman | |

Signatures

/s/ Steve Dean, by power of
attorney

12/21/2012

 **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 on September 20, 2012.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.22 to \$29.21, 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), (3) and (4) to this Form 4.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.22 to \$29.63, inclusive.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.74 to \$29.42, inclusive.
 - (4) Shares held directly by the Godfrey and Suzanne Sullivan Revocable Trust dated December 5, 2000 for which Mr. Sullivan serves as a trustee.
 - (5) Shares held directly by Mr. Sullivan as custodian for his elder daughter.
 - (6) Shares held directly by Mr. Sullivan as custodian for his younger daughter.
 - (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.