

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2013-01-08**  
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REPORTING OWNER

**CONTE DAVID F**

CIK: **1368886**

Type: **4** | Act: **34** | File No.: **001-35498** | Film No.: **13521231**

Mailing Address

*SPLUNK INC.  
250 BRANNAN STREET  
SAN FRANCISCO CA 94107*

ISSUER

**SPLUNK INC**

CIK: **1353283** | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **0131**  
SIC: **7372** Prepackaged software

Mailing Address

*250 BRANNAN STREET  
SAN FRANCISCO CA 94107*

Business Address

*250 BRANNAN STREET  
SAN FRANCISCO CA 94107  
415-848-4800*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person <b>CONTE DAVID F</b>			2. Issuer Name and Ticker or Trading Symbol <b>SPLUNK INC [SPLK]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/08/2013</b>			<b>SVP &amp; Chief Financial Officer</b>		
C/O SPLUNK INC., 250 BRANNAN STREET			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
SAN FRANCISCO, CA 94107								
(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 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	12/20/2012		G	V	15,000	D	\$ 0	157,499	D	
Common Stock	01/08/2013		M		17,500	A	\$2.94	174,999	D	
Common Stock	01/08/2013		S	(1)	25,000	D	\$28.77	149,999	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$2.94	01/08/2013		M			17,500	(2)	07/14/2021	Common Stock	17,500	\$ 0	715,001	D	

**Explanation of Responses:**

1. The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 26, 2012.

2. The option, representing a right to purchase a total of 1,000,000 shares, is subject to an early exercise provision pursuant to which 646,975 shares are immediately exercisable and an additional 34,013 shares become exercisable on each of January 1, 2014 and January 1, 2015. One-fourth of the shares subject to the option vested on July 15, 2012 and one forty-eighth of the shares vest monthly thereafter.

**Signatures**

/s/ Steve Dean, by power of attorney

\*\* Signature of Reporting Person

01/09/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**