

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2013-01-09**  
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([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

**SULLIVAN GODFREY**

CIK: [1233412](#)  
Type: **4** | Act: **34** | File No.: [001-35498](#) | Film No.: **13523676**

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>SULLIVAN GODFREY</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 checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President, CEO &amp; Chairman</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/09/2013</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	01/09/2013		M		10,000	A	\$0.565	361,790	D	
Common Stock	01/09/2013		S <sup>(1)</sup>		10,000	D	\$29.3206 <sup>(2)</sup>	351,790	D	
Common Stock								2,256,350	I	See footnote <sup>(3)</sup>
Common Stock								20,000	I	See footnote <sup>(4)</sup>
Common Stock								20,000	I	See footnote <sup>(5)</sup>

**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)	\$0.565	01/09/2013		M		10,000		<sup>(6)</sup>	09/16/2018	Common Stock	10,000	\$0	3,057,515	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 20, 2012.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.77 to \$29.71, 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.
3. Shares held directly by the Godfrey and Suzanne Sullivan Revocable Trust dated December 5, 2000 for which Mr. Sullivan serves as a trustee.
4. Shares held directly by Mr. Sullivan as custodian for his elder daughter.
5. Shares held directly by Mr. Sullivan as custodian for his younger daughter.
6. The option is fully vested and immediately exercisable.

**Signatures**

/s/ Steve Dean, by power of attorney

\*\* Signature of Reporting Person

01/10/2013

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.**