

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-17** | Period of Report: **2013-01-16**  
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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.: **13536000**

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>01/16/2013</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	01/16/2013		M		10,000	A	\$0.565	361,790	D	
Common Stock	01/16/2013		S <sup>(1)</sup>		5,800	D	\$32.2917 <sup>(2)</sup>	355,990	D	
Common Stock	01/16/2013		S <sup>(1)</sup>		4,200	D	\$32.9455 <sup>(3)</sup>	351,790	D	
Common Stock								2,256,350	I	See footnote <sup>(4)</sup>
Common Stock								20,000	I	See footnote <sup>(5)</sup>
Common Stock								20,000	I	See footnote <sup>(6)</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						Amount or Number of Shares
Employee Stock Option	\$0.565	01/16/2013		M		10,000		<sup>(7)</sup>	09/16/2018	Common Stock	10,000	\$0	3,047,515	D	

