St. Ledger Susan Form 4 September 12, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * St. Ledger Susan

(Last) (First) (Middle)

C/O SPLUNK INC., 270 **BRANNAN STREET**

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

30(h) of the Investment Company Act of 1940

SPLUNK INC [SPLK]

3. Date of Earliest Transaction (Month/Day/Year)

09/11/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title

below) President, WW Field Operations

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN FRANCISCO, CA 94107

(City)

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acqui	red, Disposed of	, or Beneficial	ly 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. Securit onor Dispos (Instr. 3,	ed of		Beneficially Form: Owned Direct Following or Ind	Ownership Form: Direct (D) or Indirect	Beneficial D) Ownership
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	09/11/2018		S <u>(1)</u>	14,719	D	125.22	265,029	D	
Common Stock	09/11/2018		S <u>(1)</u>	4,776	D	\$ 126.27 (3)	260,253	D	
Common Stock	09/11/2018		S <u>(1)</u>	700	D	\$ 126.97 (4)	259,553	D	
Common Stock	09/12/2018		S(5)	5,532	D	\$ 123.19	254,021	D	

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					<u>(6)</u>		
Common Stock	09/12/2018	S(5)	10,742	D	\$ 123.99 (7)	243,279	D
Common Stock	09/12/2018	S(5)	4,318	D	\$ 125.03 (8)	238,961	D

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.

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(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	3. Transaction Date (Month/Day/Year)	4. Transa Code (Instr.	ectio	5. rNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
		Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address							
	Director	10% Owner	Officer	Other			
St. Ledger Susan							

C/O SPLUNK INC. 270 BRANNAN STREET SAN FRANCISCO, CA 94107

President, WW Field Operations

Relationships

Signatures

/s/ Steve Dean, by power of attorney 09/12/2018

**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 reported shares were sold to satisfy the Reporting Person's tax liability in connection with the vesting of restricted stock units ("RSUs") and performance units ("PSUs").
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$124.87 to \$125.86, 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 (4) and (6) through (8) 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 \$125.92 to \$126.91, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$126.93 to \$127.00, inclusive.
- The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 26, 2018
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$122.62 to \$123.61, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$123.62 to \$124.56, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$124.70 to \$125.37, inclusive.

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.