

MCLAUGHLIN MARK D
Form 4
October 24, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
MCLAUGHLIN MARK D

(Last) (First) (Middle)

C/O PALO ALTO NETWORKS
INC., 3000 TANNERY WAY

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Palo Alto Networks Inc [PANW]

3. Date of Earliest Transaction
(Month/Day/Year)
10/20/2017

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)

Chief Executive Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 10/20/2017 | | A | (A) Amount 41,658 (1) | \$ 0 324,432 | D | |
| Common Stock | 10/20/2017 | | A | (A) Amount 41,658 (2) | \$ 0 366,090 | D | |
| Common Stock | 10/20/2017 | | D | (D) Amount 14,695 (3) | \$ 0 351,395 | D | |
| Common Stock | | | | | 125,000 | I | See footnote (4) |
| Common Stock | | | | | 65,000 | I | See footnote (5) |

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- (3) Represents the forfeiture of previously reported performance stock awards granted to the Reporting Person that were eligible to vest based on the certified achievement of certain performance objectives.
- (4) Shares are held by the Mark D. McLaughlin 2017 Annuity Trust, for which the Reporting Person serves as a trustee.
- (5) Shares are held by the Mark D. McLaughlin 2017 Annuity Trust II, for which the Reporting Person serves as a trustee.

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