

Palo Alto Networks Inc
 Form 3
 April 04, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Xu Haoying (Wilson) (Last) (First) (Middle) C/O PALO ALTO NETWORKS, INC., 4401 GREAT AMERICA PKWY (Street) SANTA CLARA, CA 95054 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 04/01/2014 | 3. Issuer Name and Ticker or Trading Symbol Palo Alto Networks Inc [PANW] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Engineering | 5. 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 |
|---|--|--|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 113,988 ⁽¹⁾ | D | À |
| Common Stock | 85,500 | I | See footnote ⁽²⁾ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Employee Stock Option (right to buy) | Â (3) | 01/08/2020 | Common Stock | 8,348 | \$ 0.64 | D | Â |
| Employee Stock Option (right to buy) | 12/10/2011(4) | 12/10/2020 | Common Stock | 15,152 | \$ 3.62 | D | Â |
| Employee Stock Option (right to buy) | 12/20/2012(4) | 12/20/2021 | Common Stock | 20,000 | \$ 12.45 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Xu Haoying (Wilson) C/O PALO ALTO NETWORKS, INC. 4401 GREAT AMERICA PKWY SANTA CLARA, CA 95054 | Â | Â | Â SVP, Engineering | Â |

Signatures

/s/ Jeff True, Attorney in-Fact for Haoying (Wilson) Xu

04/04/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 110,091 shares are represented by restricted stock units ("RSUs"). One-third (1/3) of the RSUs vest on the first anniversary of their respective grant dates, and one-twelfth (1/12) of the RSUs vest quarterly thereafter, provided that the Reporting Person continues to serve through each vesting date.
 - (2) The reported securities are held of record by the Xu/Chen Family Trust U/A DTD 06/18/2013, for which the Reporting Person and his spouse serve as co-trustees.
 - (3) The shares subject to the option are fully vested and exercisable.
 - (4) One-fourth (1/4) of the shares subject to the option vested on the first anniversary of the grant date and one forty-eighth (1/48) of the shares vest monthly thereafter, provided that the Reporting Person continues to serve through each vesting date.

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.