

Palo Alto Networks Inc
 Form 4
 April 13, 2016

FORM 4

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

OMB APPROVAL

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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 *
 Chandna Asheem

(Last) (First) (Middle)

C/O PALO ALTO NETWORKS, INC., 4401 GREAT AMERICA PKWY

(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)
 04/11/2016

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)

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 Indirect Beneficial Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|----------------|---------|---|------------------|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 04/11/2016 | | S | | 7,079 | D | | \$ 140.252 (1) | 111,953 | I | See footnote (2) |
| Common Stock | 04/11/2016 | | S | | 2,202 | D | | \$ 141.289 (3) | 109,751 | I | See footnote (2) |
| Common Stock | 04/11/2016 | | S | | 5,519 | D | | \$ 142.467 (4) | 104,232 | I | See footnote (2) |
| Common | 04/11/2016 | | S | | 200 | D | | \$ | 104,032 | I | See |

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| | | |
|--------------|------------|------------|
| Stock | 142,995 | footnote |
| | <u>(5)</u> | <u>(2)</u> |
| Common Stock | 1,870 | D |

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

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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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Chandna Asheem C/O PALO ALTO NETWORKS, INC. 4401 GREAT AMERICA PKWY SANTA CLARA, CA 95054 | X | | | |

Signatures

/s/ Jeff True, Attorney in-Fact for Asheem Chandna 04/13/2016

**Signature of Reporting Person Date

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) This sale price represents the weighted average sale price of the shares sold ranging from \$139.81 to \$140.78 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the

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number of shares sold at each separate price within the range set forth in this Form 4.

- (2) The reported securities are held of record by the Chandna Family Revocable Trust DTD 4/13/98 for which the Reporting Person serves as a trustee.

- (3) This sale price represents the weighted average sale price of the shares sold ranging from \$140.83 to \$141.62 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

- (4) This sale price represents the weighted average sale price of the shares sold ranging from \$141.93 to \$142.86 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

- (5) This sale price represents the weighted average sale price of the shares sold ranging from \$142.96 to \$143.03 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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