### Edgar Filing: MCLAUGHLIN MARK D - Form 4

MCLAUGH Form 4	ILIN MARK D										
December 0	5, 2017										
<b>FORM</b> Check th	his box	STATES		RITIES A shington			NGE CO	OMMISSION	OMB AF OMB Number: Expires:	PROVAL 3235-0287 January 31,	
if no lon subject t Section Form 4 o Form 5 obligatio may con <i>See</i> Instr 1(b).	o STATEN 16. or Filed pur <sup>ons</sup> Section 17(	suant to S a) of the F	ection 1 Public U	<b>SECUR</b> 6(a) of th	RITIES le Securit ding Con	ies E npany	xchange y Act of	ERSHIP OF Act of 1934, 1935 or Section	Estimated a burden hou response	•	
(Print or Type	Responses)										
MCLAUGHLIN MARK D Symbo			Symbol	r Name <b>and</b> to Netwo			]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
				of Earliest Transaction /Day/Year) 2017				X Director 10% Owner X Officer (give title Other (specify below) below) Chief Executive Officer			
				onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)						Person			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ed Date, if	3.		ies Ac ed of ( 4 and 5	quired (A) (D)	ired, Disposed of, 5. Amount of Securities Beneficially Owned Following Reported	or Beneficial 6. Ownership Form: Direct (D) or Indirect (I)	ly Owned 7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/01/2017			Code V F <u>(1)</u>	Amount 26,090	(A) or (D) D	Price \$ 143.77	Transaction(s) (Instr. 3 and 4) 323,901 (2)	(Instr. 4) D		
Common Stock								125,000	Ι	See footnote (3)	
Common Stock								55,000	I	See footnote $(4)$	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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# required to respond unless the form displays a currently valid OMB control number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio		Expiration D		Amoun		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	(Year)	Underly	ying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securiti	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(Instr
					(1130.5, 3, 4, and 5)						
					4, and 3)						
								A	Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				Cada V	$(\Lambda)$ (D)						
				Code v	(A) (D)			2	Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
I g i i i i i i i i i i i i i i i i i i	Director	10% Owner	Officer	Other				
MCLAUGHLIN MARK D C/O PALO ALTO NETWORKS INC. 3000 TANNERY WAY SANTA CLARA, CA 95054	Х		Chief Executive Officer					
Signatures								
/s/ Jeff True, Attorney-in-Fact for Mark McLaughlin	D.		12/05/2017					
**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).

This transaction is not a sale of shares by the Reporting Person. Instead, this represents shares that have been withheld by the Issuer to (1) satisfy its income tax and withholding and remittance obligations in connection with the vesting and net settlement of previously reported

restricted stock units (RSUs).

- (2) Includes shares acquired by the Reporting Person pursuant to the Issuer's Employee Stock Purchase Plan.
- (3) Shares are held by the McLaughlin GRAT I, for which the Reporting Person serves as a trustee.
- (4) Shares are held by the McLaughlin GRAT II, for which the Reporting Person serves as a trustee.

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.