

SULLIVAN GODFREY

Form 4

December 21, 2012

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 *
SULLIVAN GODFREY

(Last) (First) (Middle)

C/O SPLUNK INC., 250
BRANNAN STREET

(Street)

SAN FRANCISCO, CA 94107

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SPLUNK INC [SPLK]

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2012

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)

President, CEO & Chairman

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	12/18/2012		G	V 100,000 A \$ 0	352,790	D	
Common Stock	12/19/2012		G	V 1,000 D \$ 0	351,790	D	
Common Stock	12/19/2012		M	62,500 A \$ 0.565	414,290	D	
Common Stock	12/19/2012		S ⁽¹⁾	36,823 D \$ 28.9505	377,467	D	
Common Stock	12/19/2012		S ⁽¹⁾	25,677 D \$ 29.4512	351,790	D	

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(3)

Common Stock	12/21/2012		M	62,500	A	\$ 0.565	414,290	D	
Common Stock	12/21/2012		S ⁽¹⁾	62,500	D	\$ 29.2032	351,790	D	
						(4)			
Common Stock	12/17/2012		G V	4,800	D	\$ 0	2,356,350	I	See footnote (5)
Common Stock	12/18/2012		G V	100,000	D	\$ 0	2,256,350	I	See footnote (5)
Common Stock							20,000	I	See footnote (6)
Common Stock							20,000	I	See footnote (7)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 0.565	12/19/2012		M	62,500	(8) 09/16/2018	Common Stock	62,500	
Employee Stock Option	\$ 0.565	12/21/2012		M	62,500	(8) 09/16/2018	Common Stock	62,500	

