

Palo Alto Networks Inc
 Form 4
 September 24, 2014

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 *
 Anderson Mark

(Last) (First) (Middle)

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

(Street)

SANTA CLARA, CA 95954

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/22/2014

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)
 SVP of WW Field Ops

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	09/22/2014		M		90,000	A	\$ 20.19 141,573 D
Common Stock	09/22/2014		S ⁽¹⁾		25,650	D	\$ 97.2648 ₍₂₎ 115,923 D
Common Stock	09/22/2014		S ⁽¹⁾		40,578	D	\$ 98.0959 ₍₃₎ 75,345 D
Common Stock	09/22/2014		S ⁽¹⁾		13,089	D	\$ 99.1232 ₍₄₎ 62,256 D
Common Stock	09/22/2014		S ⁽¹⁾		7,183	D	\$ 100.0857 55,073 D

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					<u>(5)</u>		
					\$		
Common Stock	09/22/2014		<u>S</u> ⁽¹⁾	3,500	D	100.8923	51,573 D
						<u>(6)</u>	

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
						Date Exercisable Expiration Date	Title	
				Code	V (A) (D)			
Employee Stock Option (right to buy)	\$ 20.19	09/22/2014		M	90,000	<u>(7)</u> 06/04/2022	Common Stock	90,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anderson Mark C/O PALO ALTO NETWORKS, INC. 4401 GREAT AMERICA PKWY. SANTA CLARA, CA 95954			SVP of WW Field Ops	

Signatures

/s/ Jeff True, Attorney in-Fact for Mark Anderson 09/24/2014

**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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 17, 2013.

(2) This sale price represents the weighted average sale price of the shares sold ranging from \$96.70 to \$97.695 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.

(3) This sale price represents the weighted average sale price of the shares sold ranging from \$97.70 to \$98.69 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 \$98.70 to \$99.69 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 \$99.70 to \$100.68 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.

(6) This sale price represents the weighted average sale price of the shares sold ranging from \$100.71 to \$101.16 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.

(7) One-fourth of the shares subject to the option vested on June 5, 2013 and one forty-eighth of the shares will 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.

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