

Palo Alto Networks Inc
 Form 4
 June 12, 2013

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., 3300 OLCOTT STREET

(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)
 06/10/2013

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 or Price					
Common Stock	06/10/2013		S ⁽¹⁾		49,825	D	\$ 45.8383 <u>(2)</u>	239,273	I	See footnote <u>(3)</u>
Common Stock	06/10/2013		S ⁽¹⁾		175	D	\$ 46.21	239,098	I	See footnote <u>(3)</u>
Common Stock	06/11/2013		J ⁽⁴⁾		64,943	A	\$ 0	141,522	D	
Common Stock	06/11/2013		J ⁽⁵⁾		1,809	A	\$ 0	143,331	D	

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Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Greylock XI Limited Partnership without consideration to its limited partners and general partners.

- (5) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Greylock XI-A Limited Partnership without consideration to its limited partners and general partners.

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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