

Klarich Lee
 Form 4
 October 24, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Klarich Lee

(Last) (First) (Middle)

C/O PALO ALTO NETWORKS, INC., 3000 TANNERY WAY

(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)
 10/20/2017

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)

Chief Product Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
 ___X___ 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	10/20/2017		A		27,772 (1)	A	\$ 0 413,579 D
Common Stock	10/20/2017		A		27,772 (2)	A	\$ 0 441,351 D
Common Stock	10/20/2017		D		8,817 (3)	D	\$ 0 432,534 D
Common Stock	10/20/2017		F ⁽⁴⁾		1,882	D	\$ 149.61 430,652 D

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

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Represents the forfeiture of previously reported performance stock awards granted to the Reporting Person that were eligible to vest based on the certified achievement of certain performance objectives.

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

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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