

Proto Labs Inc
Form 4
April 02, 2014

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 *
Goodman John B

(Last) (First) (Middle)
5540 PIONEER CREEK DRIVE
(Street)

MAPLE PLAIN, MN 55359

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Proto Labs Inc [PRLB]

3. Date of Earliest Transaction
(Month/Day/Year)
01/06/2014

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)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/06/2014		M		2,000 A \$ 4.27	8,250	D
Common Stock	01/06/2014		M		1,762 A \$ 30.58	10,012	D
Common Stock	01/06/2014		S ⁽¹⁾		3,310 D \$ 73.0462	6,702	D
Common Stock	01/06/2014		S ⁽¹⁾		452 D \$ 73.6088	6,250	D
Common	04/01/2014		M		2,000 A \$ 4.27	8,250	D

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Stock

Common Stock	04/01/2014	S ⁽¹⁾	2,000	D	\$ 67.98	6,250	D
Common Stock	04/02/2014	M	1,000	A	\$ 30.58	7,250	D
Common Stock	04/02/2014	S ⁽¹⁾	1,000	D	\$ 70.18	6,250	D

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

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(9-02)

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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.27	01/06/2014		M	2,000	⁽⁴⁾ 07/10/2017	Common Stock	2,000
Employee Stock Option (right to buy)	\$ 30.58	01/06/2014		M	1,762	⁽⁴⁾ 05/07/2022	Common Stock	2,000
Employee Stock Option (right to buy)	\$ 4.27	04/01/2014		M	2,000	⁽⁴⁾ 07/10/2017	Common Stock	2,000
Employee Stock Option	\$ 30.58	04/02/2014		M	1,000	⁽⁴⁾ 05/07/2022	Common Stock	1,000

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Goodman John B 5540 PIONEER CREEK DRIVE MAPLE PLAIN, MN 55359	X

Signatures

/s/ Samuel A. Rosenbaum, attorney-in-fact for John B.
Goodman

04/02/2014

__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) Sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 5, 2013.
Reflects the weighted average price of 3,310 shares of common stock of Proto Labs, Inc. sold by the reporting person on January 6, 2014 with sale prices ranging from \$72.50 to \$73.50 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) Reflects the weighted average price of 452 shares of common stock of Proto Labs, Inc. sold by the reporting person on January 6, 2014 with sale prices ranging from \$73.60 to \$73.66 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) Fully vested.
- (4) Fully vested.

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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