FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-028								

37 Estimated average burden hours per response: 0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Xu Haoying (Wilson)					2. Issuer Name and Ticker or Trading Symbol Palo Alto Networks Inc [PANW]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
																		(specify	
/Ei	ret) (Middle	۸	3 [Date of	Farlies	t Tran	sactio	n (Moi	nth/Dav/Year)			X				below)		
`	,		,		07/15/2014								SVP, Engineeri				ng		
EAT AME	RICA PKWY			4 19	A If Amandment Date of Original Filed (Month/Day/North)								6 Individual or Joint/Croup Filing (Chook Applicable						
				- 4. "	4. II Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street)													X Form filed by One Reporting Person						
SANTA CLARA CA 95054													Form filed by More than One Report					oorting	
(0)		- · \											Person						
(51	ate) (ZIP)																	
	Tabl	eI-	Non-Deriv	ative	Sec	uritie	s Ac	quir	ed, C	isposed o	of, or I	3enefic	ially	Owne	ed				
Date		Date	- 1	Execution Date,		е,	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and			d 5) Secur Benef Owne		ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	(A) or (D)	Price	Transa		ction(s)			(Instr. 4)	
Common Stock 07/15/202				14				S ⁽¹⁾		4,581	D	\$75.72	09(2)	7	5,471	I		See footnote ⁽⁴⁾	
Common Stock 07/15/20		14	4			S ⁽¹⁾		1,919	D	\$76.53	76.5336 ⁽³⁾		73,552			See footnote ⁽⁴⁾			
Common Stock													13	33,608	D				
	Та	ıble I												wned					
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)					saction of Expira			ration nth/Day	n Date Amount of Securities Underlying Derivative Security (In and 4)			Der Sec (Ins	ivative urity	derivative Securities Beneficially Owned Following Reported	Own Forr Dire or In (I) (I	n: ct (D) direct	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	CLARA CA (St Stock Stock Stock Conversion or Exercise Price of Derivative	CLARA CA (State) (Stock Stock Stock Conversion or Exercise Price of Derivative (First) (CLARA CA (State) (State) (State) (Month/Day/Year)	CLARA CA 95054 (State) (Zip) Table I - Security (Instr. 3) Stock Stock Table I Conversion or Exercise Price of Derivative Table I System of Derivative (Month/Day/Year) To ALTO NETWORKS, INC. (Alto NeTWORKS, INC. (Alto NeTWORKS, INC. (Alto NetWork) (Alto Net	CLARA CA 95054 (State) (Zip) Table I - Non-Derive (Month/Day/r) Stock 07/15/20 Stock 07/15/20 Table II - Derivate (e.g., properties of Derivative (Month/Day/r) 2. Transaction Date (Month/Day/r) Stock 3. Transaction Date (Month/Day/r) 3. Deemed Execution Date, if any (Month/Day/r) 3. Deemed Execution Date, if any (Month/Day/r) (Month/Day/r) 3. Deemed Execution Date, if any (Month/Day/r) (Month/Day/r)	CLARA CA Stock Table II - Derivative Stock	Palo Al (First) (Middle) O ALTO NETWORKS, INC. 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EAT AMERICA PKWY CLARA CA 95054 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 2. Transaction Cate (Month/Day/Year) Conversion Conv	Palo Alto Networks Inc Panw	Palo Alto Networks Inc Panw	

Explanation of Responses:

- 1. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 11, 2013.
- 2. This sale price represents the weighted average sale price of the shares sold ranging from \$75.24 to \$76.21 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 \$76.25 to \$76.73 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. The reported securities are held of record by the Xu/Chen Family Trust U/A DTD 06/18/2013, for which the Reporting Person and his spouse serve as co-trustees.

/s/ Jeff True, Attorney in-Fact for Haoying (Wilson) Xu

07/17/2014

** Signature of Reporting Person

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.