

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Xu Haoying (Wilson)</u>  (Last) (First) (Middle) <u>C/O PALO ALTO NETWORKS, INC.</u> <u>4401 GREAT AMERICA PKWY</u>  (Street) <u>SANTA CLARA CA</u> <u>95054</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Palo Alto Networks Inc [ PANW ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Engineering</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/20/2014</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	04/20/2014		A		20,000 <sup>(1)</sup>	A	\$0	133,988	D	
Common Stock	04/22/2014		S		380 <sup>(2)</sup>	D	\$67.7992 <sup>(3)</sup>	133,608	D	
Common Stock	04/21/2014		M		8,348 <sup>(4)</sup>	A	\$0.64	87,348	I	See footnote <sup>(5)</sup>
Common Stock	04/21/2014		M		5,704 <sup>(4)</sup>	A	\$3.62	93,052	I	See footnote <sup>(5)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$0.64	04/21/2014		M			8,348	(6)	01/08/2020	Common Stock	8,348	\$0	0	D	
Employee Stock Option (right to buy)	\$3.62	04/21/2014		M			5,704	12/10/2011 <sup>(7)</sup>	12/10/2020	Common Stock	5,704	\$0	9,448	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of PANW common stock. One-third of the restricted stock units will vest on April 20, 2015 and the remaining restricted stock units will vest quarterly thereafter in equal increments over the next two years.
- Represents the number of shares sold upon vesting of restricted stock awards to cover tax withholding obligations.
- This sale price represents the weighted average sale price of the shares sold ranging from \$67.51 to \$67.80 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.
- Exercised shares issued to trust.
- 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.
- The shares subject to the option were fully vested and exercisable.
- One-fourth (1/4) of the shares subject to the option vested on the first anniversary of the grant date and one forty-eighth (1/48) of the shares vest monthly thereafter, provided that the Reporting Person continues to serve through each vesting date.

/s/ Jeff True, Attorney in-Fact for Haoying (Wilson) Xu 04/22/2014

\*\* 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.