

**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	
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1. Name and Address of Reporting Person* <u>WARMENHOVEN DANIEL J</u>  (Last) (First) (Middle) <u>C/O PALO ALTO NETWORKS INC.</u> <u>4401 GREAT AMERICA PKWY</u>  (Street) <u>SANTA CLARA CA 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)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/22/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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	09/22/2015		M		5,000 <sup>(1)</sup>	A	\$15.5	17,719	I	See footnote <sup>(2)</sup>
Common Stock	09/22/2015		S <sup>(3)</sup>		600	D	\$178.3 <sup>(4)</sup>	17,119	I	See footnote <sup>(2)</sup>
Common Stock	09/22/2015		S <sup>(3)</sup>		1,140	D	\$179.429 <sup>(5)</sup>	15,979	I	See footnote <sup>(2)</sup>
Common Stock	09/22/2015		S <sup>(3)</sup>		600	D	\$180.682 <sup>(6)</sup>	15,379	I	See footnote <sup>(2)</sup>
Common Stock	09/22/2015		S <sup>(3)</sup>		600	D	\$181.8 <sup>(7)</sup>	14,779	I	See footnote <sup>(2)</sup>
Common Stock	09/22/2015		S <sup>(3)</sup>		1,333	D	\$183.098 <sup>(8)</sup>	13,446	I	See footnote <sup>(2)</sup>
Common Stock	09/22/2015		S <sup>(3)</sup>		727	D	\$183.726 <sup>(9)</sup>	12,719	I	See footnote <sup>(2)</sup>
Common Stock	09/22/2015		J <sup>(10)</sup>		640	A	(10)	13,359	I	See footnote <sup>(2)</sup>
Common Stock								4,766	D	

**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)	\$15.5	09/22/2015		M			5,000	(11)	03/05/2022	Common Stock	5,000	\$0.00	29,500	D	

**Explanation of Responses:**

- Exercised shares issued to trust.
- Shares held directly by The Warmenhoven 1987 Revocable Trust U/T/D 12/16/1987 for which the Reporting Person serves as trustee.
- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- This sale price represents the weighted average sale price of the shares sold ranging from \$177.90 to \$178.72 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.
- This sale price represents the weighted average sale price of the shares sold ranging from \$179.19 to \$179.89 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.
- This sale price represents the weighted average sale price of the shares sold ranging from \$180.40 to \$181.06 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.

7. This sale price represents the weighted average sale price of the shares sold ranging from \$181.45 to \$182.36 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.

8. This sale price represents the weighted average sale price of the shares sold ranging from \$182.55 to \$183.532 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.

9. This sale price represents the weighted average sale price of the shares sold ranging from \$183.55 to \$184.23 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.

10. Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Sequoia Technology Partners XI, LP without consideration to its limited partners and general partners.

11. One-fourth (1/4) of the shares subject to the option vested on March 6, 2013 and one forty-eighth (1/48) of the shares vest monthly thereafter

**Remarks:**

/s/ Jeff True, Attorney in-Fact      09/24/2015  
for Daniel J. Warmenhoven

\*\* 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.**