

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>MCLAUGHLIN MARK D</u> (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 <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) 01/04/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	01/04/2021		S ⁽¹⁾		900	D	\$344.993 ⁽²⁾	116,569	I	See footnote ⁽³⁾
Common Stock	01/04/2021		S ⁽¹⁾		1,900	D	\$346.184 ⁽⁴⁾	114,669	I	See footnote ⁽³⁾
Common Stock	01/04/2021		S ⁽¹⁾		2,000	D	\$347.075 ⁽⁵⁾	112,669	I	See footnote ⁽³⁾
Common Stock	01/04/2021		S ⁽¹⁾		2,515	D	\$348.238 ⁽⁶⁾	110,154	I	See footnote ⁽³⁾
Common Stock	01/04/2021		S ⁽¹⁾		7,732	D	\$349.348 ⁽⁷⁾	102,422	I	See footnote ⁽³⁾
Common Stock	01/04/2021		S ⁽¹⁾		13,211	D	\$350.326 ⁽⁸⁾	89,211	I	See footnote ⁽³⁾
Common Stock	01/04/2021		S ⁽¹⁾		7,476	D	\$351.415 ⁽⁹⁾	81,735	I	See footnote ⁽³⁾
Common Stock	01/04/2021		S ⁽¹⁾		3,466	D	\$352.04 ⁽¹⁰⁾	78,269	I	See footnote ⁽³⁾
Common Stock	01/04/2021		S ⁽¹⁾		600	D	\$353.172 ⁽¹¹⁾	77,669	I	See footnote ⁽³⁾
Common Stock	01/04/2021		S ⁽¹⁾		200	D	\$354.718 ⁽¹²⁾	88,380 ⁽¹³⁾	I	See footnote ⁽³⁾
Common Stock	12/22/2020		G	V	15,000	D	\$0.00	61,443 ⁽¹³⁾⁽¹⁴⁾	D	
Common Stock								15,000 ⁽¹⁴⁾	I	See footnote ⁽¹⁵⁾

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)					

Explanation of Responses:

- 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 \$344.575 to \$345.40 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. Shares are held by The McLaughlin Revocable Living Trust, for which the Reporting Person serves as a trustee.
4. This sale price represents the weighted average sale price of the shares sold ranging from \$345.78 to \$346.63 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.
5. This sale price represents the weighted average sale price of the shares sold ranging from \$346.78 to \$347.68 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.
6. This sale price represents the weighted average sale price of the shares sold ranging from \$347.795 to \$348.78 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 \$348.80 to \$349.78 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 \$349.80 to \$350.75 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 \$350.81 to \$351.79 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. This sale price represents the weighted average sale price of the shares sold ranging from \$351.82 to \$352.70 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.
11. This sale price represents the weighted average sale price of the shares sold ranging from \$354.62 to \$354.815 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.
12. This sale price represents the weighted average sale price of the shares sold ranging from \$353.10 to \$353.24 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.
13. Reflects transfer of shares from Reporting Person to The McLaughlin Revocable Living Trust, for which the Reporting Person serves as a trustee.
14. Reflects gift of shares to the McLaughlin 2020 Dynasty LLC from the Reporting Person.
15. Shares are held by the McLaughlin 2020 Dynasty LLC for the benefit of the Reporting Person's children, for which the Reporting Person serves as a Manager.

Remarks:

Sonia Guillory, Attorney-in-Fact for Mark D. McLaughlin 01/06/2021

** 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.

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