FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPRO	VAL							
	OMB Number:	3235-0287							
l	Estimated average burden								
l	hours per response:	0.5							

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

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

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Name and Address of Reporting Person*							2. Issuer Name and Ticker or Trading Symbol Palo Alto Networks Inc [PANW]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
<u>Compe</u>	<u>au Jean</u>	<u>l</u>				1	Talo Alto Networks life [FANW]										Direc	ctor	1	0 %C	wner			
-																		er (give title			(specify			
(Last)		(Firs	st) (I	Middle)		3. 0	ate	of Earlie	st Trans	action (Month	/Day/Year)				X	belov	,		elow)				
C/O PALO ALTO NETWORKS INC.							02/20/2020									Chief Accounting Officer								
3000 TANNERY WAY																								
,						_ 4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)											6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street)																		 '						
SANTA	CLARA	CA	. 9	5054												, , ,								
,						.												Form filed by More than One Reporting Person						
(City)		(Sta	to) (Zip)													. 0.0							
(City)		(510	(2	Σιρ)																				
			Tabl	e I - No	n-Deriv	ative	Se	ecuriti	es Ac	quired	l, Dis	sposed o	of, c	or Ber	nefici	ally (Owne	ed						
1. Title of S	Security (I	nstr	. 3)		2. Transa	action					3. 4. Securities Acquired (A)							ount of	6. Owners		7. Nature			
					Date (Month/D	av/Yea		Executio if any	ecution Date,		Transaction Di Code (Instr.		Disposed Of (D) (Instr. 3, 4					ities icially		Form: Direct D) or Indirect	of Indirect Beneficial			
(WIO					(((Month/Day/Year)							Own		d Following		(I) (Instr. 4)	Ownership				
											T _v	Amount		(A) or	Price		Reported Transaction(s)				(Instr. 4)			
							Code	\ <u>'</u>	Amount	(D)		Price	(Instr		3 and 4)									
Common Stock 02/20/2												35		D	\$249.14		.14 24,442		D					
			To	blo II	Dorivot	ivo C	-	urition	A 0011	irod [)ion	osed of,	<u> </u>	Dono	ficiall	· · ·	mad							
			Id									oseu oi, convertib					/iieu							
1. Title of	2.		3. Transaction	3A. Deem	1	4.		-		_			_				co of	9. Number o	f 10.		11. Nature			
Derivative	Conversi	on	Date	Execution		Transa				6. Date Exercisable and Expiration Date 7. Title and Amount of				f	8. Price of Derivative		derivative	Owner	ship	of Indirect				
Security (Instr. 3)	or Exercise Price of	se	(Month/Day/Year)	if any (Month/D	av/Vear)	Code (Inst 8)		str. Derivative Securities		(Month/Day/Year)				Securities Underlying		Security (Instr. 5)		Securities Beneficially	Form: Direct	'ח	Beneficial Ownership			
(111311. 3)	Derivative	e		(WOITHIND	ayrrear,	0,	0)		Acquired				De	erivative		(111311. 3)		Owned	or Indi	ect	(Instr. 4)			
Security						(A) or Disposed				Security (Instr. and 4)							Following Reported	(I) (Ins	r. 4)					
							of (D)		الما							Transaction(s)	(s)							
							(Instr. 3, 4 and 5)									(Instr. 4)								
		ŀ			-	1				+			1											
														Ar	nount									
									Data		Evniratio-			ımber										
						Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Tit	of tle Sh	ares									

Explanation of Responses:

1. This transaction is not a sale of shares by the Reporting Person. Instead, this represents shares that have been withheld by the Issuer to satisfy its income tax and withholding and remittance obligations in connection with the vesting and net settlement of previously reported restricted stock units.

Remarks:

/s/ Jeff True, Attorney-in-Fact for Jean Compeau 02/21/2020

** 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.