FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549	
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Check this box if no longer subject
to Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

Name and Address of Reporting Person* MCLAUGHLIN MARK D					2. Issuer Name and Ticker or Trading Symbol Palo Alto Networks Inc [PANW]									c all app Direc	tor	•	10%	Owner
(Last) (First) (Middle) C/O PALO ALTO NETWORKS INC. 3000 TANNERY WAY						3. Date of Earliest Transaction (Month/Day/Year) 04/20/2020) ⁽⁽⁾		below	<i>y</i>)``
CA	. 9	5054		4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					rson
(Sta	ate) (Z	Zip)																
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Date			Date	Execut Year) if any		tion Date,				Disposed Of			and Securit Benefic Owned		es ally Following	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	- 11	Transaction(s) (Instr. 3 and 4)				(1130.4)
Common Stock 04/20/20					20					4,985(1)	D	\$194.	29	97,304(2)(3)		D		
Common Stock														223,419 ⁽⁴⁾		(4) I		See footnote ⁽⁵⁾
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
of ive Conversion or Exercise Price of Derivative Security 3. Transaction Date Execution Date, if any (Month/Day/Year)			(8)	nsaction le (Instr. of Derivati Securiti Acquire (A) or Dispose of (D) (Instr. 3 and 5)		vative urities uired or osed) r. 3, 4	Expir (Mon	ration D	Date (Year) Amount of Securities Underlying Derivative Security (Ins 3 and 4) Expiration Amount of Numb of Security Ins S		nt of ities lying	Derivative Security (Instr. 5)				Form: Direct (D) or Indirect	Beneficial Ownership t (Instr. 4)	
	(State of Stock of St	(First) (N LO ALTO NETWORKS INC NNERY WAY CA 9 (State) (Z Table Security (Instr. 3) 1 Stock 1 Stock 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle LO ALTO NETWORKS INC. INNERY WAY CA 95054 (State) (Zip) Table I - N Security (Instr. 3) Security (Instr. 3) 1 Stock Table II Conversion or Exercise Price of Derivative (Month/Day/Year) Table II 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) LO ALTO NETWORKS INC. INNERY WAY CA 95054 (State) (Zip) Table I - Non-Deriva Security (Instr. 3) 2. Transactic Date (Month/Day/ Month/Day/ 1 Stock Table II - Derivati (e.g., pu Conversion or Exercise Price of Derivative [Month/Day/Year] 2. Transaction Date (Execution Date, if any (Month/Day/Year)	(First) (Middle) LO ALTO NETWORKS INC. NNERY WAY CA 95054 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. 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Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported (A) or Price (P.)	(First) (Middle) LO ALTO NETWORKS INC. NNERY WAY CA 95054 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, for Exercise Price of Cexercise Price of Cexercis	(First) (Middle) CO ALTO NETWORKS INC. NNERY WAY 4. If Amendment, Date of Orliginal Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Code (Instr. 3) 3. Transaction (Disposed of (D) (Instr. 3, 4 and 1) (Month/Day/Year) 2. Transaction (Disposed of (D) (Instr. 3, 4 and 1) (Month/Day/Year) 2. Transaction (Disposed of (D) (Instr. 3, 4 and 1) (Month/Day/Year) 2. Transaction (Disposed of (D) (Instr. 3, 4 and 1) (Month/Day/Year) 3. 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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 awards, performance-based restricted stock awards, restricted stock awards, restricted stock units, and performance-based restricted stock units
- 2. Includes shares acquired by the Reporting Person pursuant to the Issuer's Employee Stock Purchase Plan.
- 3. Reflects shares transferred in connection with the termination of The Mark D. McLaughlin 2017 Annuity Trust.
- 4. Includes shares acquired in connection with the termination of The Mark D. McLaughlin 2017 Annuity Trust.
- 5. Shares are held by The McLaughlin Revocable Living Trust, for which the Reporting Person serves as a trustee.

Remarks:

/s/ Jeff True, Attorney-in-Fact for Mark D. McLaughlin

04/22/2020

** 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.