## FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

tion 1(b).			File	d pursi	uant t	o Sectio	n 16(a)	of the Se	curiti	es Exchan	ae Act	of 1934	1		Lilouis	per response.	0.5	
(-)															-			
1. Name and Address of Reporting Person* <u>Tomlinson Steffan</u>							2. Issuer Name and Ticker or Trading Symbol Palo Alto Networks Inc [ PANW ]								olicable) ctor	10% (	Owner	
(Last) (First) (Middle) C/O PALO ALTO NETWORKS INC. 3300 OLCOTT STREET						3. Date of Earliest Transaction (Month/Day/Year) 12/20/2013									X Officer (give title Other (specify below)  Chief Financial Officer			
(Street) SANTA CLARA CA 95054  (City) (State) (Zip)					4. If Amendment, Date of Original Filed (Month/Day/Year)								Lin	Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person				
	Tabl	e I - No	n-Deriv	ative	Sec	curitie	s Acc	uired,	Dis	posed o	f, or	Bene	ficial	lly Owne	ed			
Date						Execution Date, if any								Securi Benefi Owned	ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
					Code	v	Amount	(A) or (D)		Price	Transa	action(s)		(Instr. 4)				
Stock	/2013				A		50,000	(1)	Α	\$0	5	5,449	D					
	Та													Owned				
2. Conversion or Exercise Price of Derivative Security	onversion Date Execution Exercise (Month/Day/Year) if any (Month/E		n Date, Transa Code (i ay/Year)		Instr.	str. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year)			Amour or Numbe		unt ber	Derivative Security	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	ccurity (Inst  Stock  2.  Conversion or Exercise Price of Derivative	d Address of Reporting Person*  Son Steffan  (First) ( O ALTO NETWORKS INCOTT STREET  CLARA CA  (State) ( Table Security (Instr. 3)  Stock  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	d Address of Reporting Person*  Son Steffan  (First) (Middle)  O ALTO NETWORKS INC.  COTT STREET  CLARA CA 95054  (State) (Zip)  Table I - Note Security (Instr. 3)  Stock  Table II - I  (Month/Day/Year)  Jan. Deem Execution if any (Month/Day/Pear)  (Month/Day/Year)  Table II - I  (Month/Day/Year)	tion 1(b). File  Ind Address of Reporting Person*  Son Steffan  (First) (Middle)  O ALTO NETWORKS INC.  COTT STREET  CLARA CA 95054  (State) (Zip)  Table I - Non-Derive Conversion or Exercise Price of Derivative  Stock 3. Transaction Date (Month/Day/Year)  O Conversion or Exercise Price of Derivative (Month/Day/Year)  O Conversion or Exercise Price of Derivative (Month/Day/Year)	tion 1(b).  Filed purs or \$  ad Address of Reporting Person*  Son Steffan  (First) (Middle)  O ALTO NETWORKS INC.  COTT STREET  CLARA CA 95054  (State) (Zip)  Table I - Non-Derivative  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative S (e.g., puts, c)  Conversion or Exercise Price of Derivative Security  Security  3. Transaction Date (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  Security	tion 1(b).  Filed pursuant to or Section decided Address of Reporting Person*  Son Steffan  (First) (Middle)  O ALTO NETWORKS INC.  COTT STREET  4. If Ame  CLARA CA 95054  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Table II - Derivative Security (Instr. 3)  Table II - Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  12/20/2013  Table II - Derivative Security (e.g., puts, calls)  (Month/Day/Year)  A. Transaction Code (Instr. 8)  Tansaction Date (Instr. 14)  Tansaction Code (Instr. 15)  Tansaction Code (Instr. 16)  Tansaction Code (Instr. 16)  Tansaction Code (Instr. 16)  Tansaction Code (Instr. 16)  Tansaction Code (Instr. 16)	tion 1(b).  Filed pursuant to Section or Section 30(h)  ad Address of Reporting Person*  Son Steffan  (First) (Middle)  O ALTO NETWORKS INC.  COTT STREET  CLARA CA  95054  (State) (Zip)  Table I - Non-Derivative Securities  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  12/20/2013  Table II - Derivative Securities (e.g., puts, calls, warr  Conversion or Exercise Price of Derivative Security  Security  3. Transaction Date (Month/Day/Year)  At Transaction Code (Instr. 8)  At Transaction Of Derivative Securities (e.g., puts, calls, warr  (A) of Derivative Security (Instr. 3)	iden 1(b).  Filed pursuant to Section 16(a) or Section 30(h) of the law or Section 30(h) of Section	Table I - Non-Derivative Securities Acquired, Month/Day/Year)  Table II - Derivative Securities Acquired, Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Date (Month/Day/Year)  Date (Month/Day/Year)  Date (Month/Day/Year)  Date (Month/Day/Year)  Date (Month/Day/Year)  Date (Month/Day/Year)  Date (D) (Instr. 3, 4 and 5)	ion 1(b).  Filed pursuant to Section 16(a) of the Securition or Section 30(h) of the Investment Correction 3. Investment Correction 6. Investment Correction 7. I	Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)  Table II - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Security  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Date Execution Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Date Execution Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Date Execution Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)	Filed pursuant to Section 16(a) of the Securities Exchange Act or Section 30(h) of the investment Company Act of 1940 and Address of Reporting Person*  Son Steffan  (First) (Middle) O ALTO NETWORKS INC. COTT STREET  CLARA CA 95054  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  5. Date Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  5. Number of Date (Month/Day/Year) (Month/Day/Year)  6. Date Exercisable and Execution Date (Month/Day/Year)  6. Date Exercisable and Execution Date (Month/Day/Year)  8. Date Expiration Date (Month/Day/Year)	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1930 or Section 30(h) of the Investment Company Act of 1940  Address of Reporting Person*  Son Steffan  (First) (Middle) O ALTO NETWORKS INC.  COTT STREET  CLARA CA 95054  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic (Month/Day/Year)  2. transaction 2. Transaction 2. Transaction 2. Transaction 2. Transaction 3. Transaction 2. Transaction 2. Transaction 3. Transac	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1934 or Section 30(h) of the Investment Company Act of 1940	Security (Instr. 3)   Security (Instr. 3)	Security (Instr. 3)   Securities   Securit	Security (Instr. 3)   Securities   Securit	

## **Explanation of Responses:**

1. Each share is represented by a restricted stock unit. One-third (1/3) of the restricted stock units vest on December 20, 2014 and one-twelfth (1/12) of the restricted stock units vest quarterly thereafter.

s/ Jeff True, Attorney in-Fact for Steffan Tomlinson

12/23/2013

\*\* 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.