#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

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

### TEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	VAL						
OMB Number:	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*     ZUK NIR					2. Issuer Name <b>and</b> Ticker or Trading Symbol Palo Alto Networks Inc [ PANW ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner					
ALTO NE	ETWORKS INC		e)				t Trar	nsactio	on (Mon	th/Day/Year)			X	Offic	cer (give title w)		Other (specify below)	
(Street) SANTA CLARA CA 95054 (City) (State) (Zip)					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					
	Tabl	eI-	Non-Deriv	ative	Seci	uritie	s Ac	quir	ed, D	isposed o	of, or I	3enefici	ally	Owne	ed			
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Ye				Year)	Execution Date,		е,	3. Transaction Code (Instr. 8)		4. Securities Disposed Of	d (A) or r. 3, 4 and 5	Securi Benefi Owned		ties cially I Following	Fori (D)	m: Direct or Indirect	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	(A) or (D)	Price		Transa	action(s)			(Instr. 4)
Common Stock 01/09/2017								S <sup>(1)</sup>		1,635	D	\$133.77	<mark>79</mark> (2)	1,8	36,694		D	
Common Stock 01/09/2017					.7			S <sup>(1)</sup>		365	D	\$135.11	.17 <sup>(3)</sup> 1		836,329		D	
Common Stock														16	66,683		I	See footnote <sup>(4)</sup>
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
Derivative Security (Instr. 3)  Date (Month/Day/Year)  Or Exercise Price of Derivative Security  Date (Month/Day/Year)  (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  Month/Day/Year)  8)				Code (	(Instr.	of Deriva Secur Acqui (A) or Dispo of (D) (Instr. and 5	ative ities ired sed 3, 4	Exp (Mo	iration I nth/Day	Date Amount of Securities Underlyin Derivative Security (and 4)  Expiration Amount of Securities Underlyin Derivative Security (and 4)		nt of ities lying titye tity (Instr. 3  Amount or Number of	Der Sec	ivative urity	derivative Securities Beneficially Owned Following Reported	y	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
A T A DO O	ARA CA (State)	ARA CA  (State)  (State)  (Table rity (Instr. 3)  Ck  ck  ck  ck  ck  ck  ck  ck  ck  ck	ARA CA 95054  (State) (Zip)  Table I -  rity (Instr. 3)  Ck  Ck  Ck  Ck  Ck  Ck  Ck  Ck  Ck  C	Table I - Non-Derivate (e.g., posteroise content of the private (Month/Day/Year)  Table II - Derivate (Month/Day/Year)  San Deemed Execution Date (Month/Day/Year)	(First) (Middle)  LITO NETWORKS INC.  TAMERICA PKWY   Table I - Non-Derivative  rity (Instr. 3)  2. Transaction Date (Month/Day/Year)  ck  01/09/2017  ck  Table II - Derivative S (e.g., puts, or conversion Exercise (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)	(First) (Middle) LTO NETWORKS INC.  ARA CA  95054  (State) (Zip)  Table I - Non-Derivative Sectority (Instr. 3)  2. Transaction Date (Month/Day/Year)  Ck  01/09/2017  Table II - Derivative Security (e.g., puts, calls, if any (Month/Day/Year)  (Month/Day/Year)  3. Date of 01/09/20  4. If Amendative Security (Month/Day/Year)  ARA CA  95054  1. Transaction Date (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, if any (Month/Day/Year)  (Month/Day/Year)  4. Transaction Code (Instr. 8)	(First) (Middle) LTO NETWORKS INC.  TAMERICA PKWY   Table I - Non-Derivative Securitie  (Month/Day/Year)  Table II - Derivative Securities  (e.g., puts, calls, warra  (month/Day/Year)  Table II - Derivative Securities  (e.g., puts, calls, warra  (e.g., puts, calls, warra  (month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	(First) (Middle) LTO NETWORKS INC.  CAMERICA PKWY  Table I - Non-Derivative Securities Acting (Month/Day/Year)  Table II - Derivative Securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  A. Date of Earliest Tran 01/09/2017  4. If Amendment, Date Execution Date, if any (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle) LITO NETWORKS INC.  TAMERICA PKWY  ARA CA  95054  (State) (Zip)  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, opticative of fixally (Month/Day/Year)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, opticative urity)  ARA CA  95054  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, opticative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date  4. Transaction Date (Month/Day/Year)  9	(First) (Middle)  LITO NETWORKS INC.  TAMERICA PKWY   Table I - Non-Derivative Securities Acquired, D of the pate (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, D of the pate (Month/Day/Year)  Table II - Derivative Securities Acquired, D of the pate (Month/Day/Year)  Table II - Derivative Securities Acquired, D of the pate (Month/Day/Year)  Table II - Derivative Securities Acquired, D of the pate (Month/Day/Year)  Table II - Derivative Securities Acquired, D of the pate (Month/Day/Year)  Table II - Derivative Securities Acquired, D of the pate (Month/Day/Year)  Table II - Derivative Securities Acquired, D of the pate (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date	(First) (Middle)  LITO NETWORKS INC.  TAMERICA PKWY   4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of Execution Date, (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  Code   V   Amount    Code   Code   V    Code   V   Amount    Code   Code   V    Code   V   Amount    Code   Code   V    Code   Code   Code    Code   Code	(First) (Middle) LTO NETWORKS INC.  TAMERICA PKWY  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Interior (Month/Day/Year)  (State) (Zip)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (State) (Zip)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (State) (Zip)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (A) or (D)  (Code V Amount (C) Or (D)  (C) Or (	(First) (Middle)  LTO NETWORKS INC.  TAMERICA PKWY   4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Code   V   Amount   (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Code   V   Amount   (A) or Disposed of (D) (Instr. 3)  (Code   V   Amount   (A) or Disposed of (D) (Instr. 3)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year	(First) (Middle)  LTO NETWORKS INC.  CAMERICA PKWY   Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially or Price (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  2. Transaction (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (State) (Zip)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  (State) (Zip)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  (State) (Zip)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  (State) (Zip)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially O (e.g., puts, calls, warrants, options, convertible Securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially O (e.g., puts, calls, warrants, options, convertible Securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially O (e.g., puts, calls, warrants, options, convertible Securities)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Amount of Security (Instr. 3)  Amount of Security (Instr. 3)  Amount of Or Namer of Or Nam	(First) (Middle)  LTO NETWORKS INC.  **AMERICA PKWY*    A. If Amendment, Date of Original Filed (Month/Day/Year)   Code (Instr. 3)	(First) (Middle) (ILTO NETWORKS INC.  AMERICA PKWY  4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Tity (Instr. 3)  Date (Month/Day/Year) (Month/Day/Year)  Execution Date, Iransaction Code (Instr. 3)  Care (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Transaction (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Transaction (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Transaction (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Transaction (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Code (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Code (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Code (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Code (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Code (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Sec	(First) (Middle) LTO NETWORKS INC.  AMERICA PKWY  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (State) (Zip)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  (Month/Day/Year)  (Mont	(First) (Middle) LTO NETWORKS INC.  **AMERICA PKWY*

## **Explanation of Responses:**

- 1. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- 2. This sale price represents the weighted average sale price of the shares sold ranging from \$133.33 to \$134.15 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. This sale price represents the weighted average sale price of the shares sold ranging from \$134.735 to \$135.37 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.
- 4. Shares are held by the Zuk 2015 GRAT dated June 17, 2015, for which the Reporting Person serves as a trustee.

#### Remarks:

/s/ Jeff True, Attorney-in-Fact 01/1<u>1/2017</u> for Nir Zuk

Date

\*\* Signature of Reporting Person

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.