Proto Labs Inc Form 4 August 05, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JUDD JOHN R			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Proto Labs Inc [PRLB]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
5540 PIONEI	5540 PIONEER CREEK DRIVE		(Month/Day/Year) 08/01/2013	Director 10% Owner _X_ Officer (give title Other (specify below) Chief Financial Officer			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
MAPLE PLAIN, MN 55359				_X_ Form filed by One Reporting Person Form filed by More than One Reportin Person			

MAPLE PLAIN, MN 55359

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or			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)
Common Stock	08/01/2013		M	50,000	A	\$ 20.07	50,000	D	
Common Stock	08/01/2013		S	6,600	D	\$ 62.94 (1)	43,400	D	
Common Stock	08/01/2013		S	37,447	D	\$ 63.7659 (2)	5,953	D	
Common Stock	08/01/2013		S	5,853	D	\$ 64.7001	100	D	
	08/01/2013		S	100	D	\$ 65.44	0	D	

Common Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 20.07	08/01/2013		M	50,000	<u>(4)</u>	06/22/2021	Common Stock	50,000

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

JUDD JOHN R

5540 PIONEER CREEK DRIVE MAPLE PLAIN, MN 55359

Chief Financial Officer

Signatures

/s/ Mark Pihlstrom, Attorney-in-Fact for John R. Judd

08/05/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- 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).
- (1) Reflects the weighted average price of 6,600 shares of common stock of Proto Labs, Inc. sold by the reporting person in multiple transactions on August 1, 2013 with sale prices ranging from \$62.33 to \$63.33 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the

Reporting Owners 2

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number of shares sold at each separate price.

- Reflects the weighted average price of 37,447 shares of common stock of Proto Labs, Inc. sold by the reporting person in multiple transactions on August 1, 2013 with sale prices ranging from \$63.35 to \$64.34 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Reflects the weighted average price of 5,853 shares of common stock of Proto Labs, Inc. sold by the reporting person in multiple transactions on August 1, 2013 with sale prices ranging from \$64.39 to \$65.19 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) The option vests as one-third of the shares beginning on June 22, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.