

Goodman John B  
Form 4  
September 18, 2018

**FORM 4**

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

OMB APPROVAL

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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 OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Goodman John B

2. Issuer Name and Ticker or Trading Symbol  
Proto Labs Inc [PRLB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
5540 PIONEER CREEK DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/14/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

MAPLE PLAIN, MN 55359

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock                    | 09/14/2018                           |  | M <sup>(1)</sup>               |   | 577   | A  | \$ 62.68  |
| Common Stock                    | 09/14/2018                           |  | M <sup>(1)</sup>               |   | 536   | A  | \$ 70   |
| Common Stock                    | 09/14/2018                           |  | S <sup>(2)</sup>               |   | 1,113   | D  | \$ 162.9514   |
|                                 |                                      |  |                                |   |   |  | (3)   |

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

**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 control**

SEC 1474 (9-02)

number.

**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. Transaction Code (Instr. 8) | 5. Number of Derivative 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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Option (right to buy)                | \$ 62.68   | 09/14/2018                           |  | M <sup>(1)</sup>               | 577   | <sup>(4)</sup> 05/19/2024                                | Common Stock  | 577   |
| Stock Option (right to buy)                | \$ 70  | 09/14/2018                           |  | M <sup>(1)</sup>               | 536   | <sup>(4)</sup> 05/19/2025                                | Common Stock  | 536   |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Goodman John B<br>5540 PIONEER CREEK DRIVE<br>MAPLE PLAIN, MN 55359 | X             |           |         |       |

## Signatures

/s/ Samuel A. Rosenbaum,  
Attorney-in-Fact  
\*\*Signature of Reporting Person

09/18/2018  
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) Stock option exercise effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 12, 2018.
- (2) Sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 12, 2018.
- (3) Reflects the weighted average price of 1,113 shares of common stock of Proto Labs, Inc. sold by the reporting person on September 14, 2018 with sale prices ranging from \$162.95 to \$163.05 per share. The reporting person undertakes to provide upon request by the U.S.

## Edgar Filing: Goodman John B - Form 4

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) Fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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