Tumelty John B. Form 4 August 24, 2012

## FORM 4

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

**OMB APPROVAL** 

Number:

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Expires:

Form filed by More than One Reporting

Person

January 31, 2005

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Tumelty John B. Issuer Symbol Proto Labs Inc [PRLB] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title \_ \_\_ Other (specify 5540 PIONEER CREEK DRIVE 08/22/2012 below) Managing Dir.-Proto Labs, Ltd. (Street) 6. Individual or Joint/Group Filing(Check 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

#### MAPLE PLAIN, MN 55359

| (City)                               | (State)                                 | (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |   |                      |  |  |   |  |  |  |
|--------------------------------------|---|--|--|---|----------------------|--|--|---|--|--|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                            | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securities A poor Disposed of (Instr. 3, 4 and (A) or Amount (D) | (D)<br>5)            | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |  |  |  |
| Common<br>Stock                      | 08/22/2012                              |  | X <u>(1)</u>                           | 70,000 A  | \$ 1.79              | 70,000   | D  |   |  |  |  |
| Common<br>Stock                      | 08/22/2012                              |  | S(1)                                   | 70,000 D  | \$<br>32.8292<br>(2) | 0  | D  |   |  |  |  |

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

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### Edgar Filing: Tumelty John B. - Form 4

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | ise any Code (Month/Day/Year) (Instr |  |              | ansactionDerivative de Securities |        | 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<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Warrant (right to buy)                              | \$ 1.79   | 08/22/2012                           |  | X <u>(1)</u> |                                   | 70,000 | <u>(3)</u>   | 07/04/2016         | Common<br>Stock   | 70,000                              |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Tumelty John B. 5540 PIONEER CREEK DRIVE MAPLE PLAIN, MN 55359

Managing Dir.-Proto Labs, Ltd.

### **Signatures**

/s/ Julie M. Regnier, Attorney-in-Fact for John B. Tumelty

08/24/2012

\*\*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) Transaction effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 27, 2012.
- Reflects the weighted average price of 70,000 shares of common stock of Proto Labs, Inc. (the "Issuer") sold by the reporting person in multiple transactions on August 22, 2012 with sale prices ranging from \$32.35 to \$33.01 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.
- (3) 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. 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.

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