

Tumelty John B.
Form 4
September 25, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Tumelty John B.

(Last) (First) (Middle)

5540 PIONEER CREEK DRIVE

(Street)

MAPLE PLAIN, MN 55359

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Proto Labs Inc [PRLB]

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

09/21/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Managing Dir.-Proto Labs, Ltd.

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

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)
Common Stock	09/21/2012		X ⁽¹⁾	20,601 A	\$ 1.79 20,601	D	
Common Stock	09/21/2012		S ⁽¹⁾	20,601 D	\$ 33.6108 0	D	
Common Stock	09/24/2012		X ⁽¹⁾	5,398 A	\$ 1.79 5,398	D	
Common Stock	09/24/2012		S ⁽¹⁾	5,398 D	\$ 33.5 0	D	
Common Stock	09/25/2012		X ⁽¹⁾	9,001 A	\$ 1.79 9,001	D	

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Common Stock	09/25/2012	S ⁽³⁾	9,001	D	\$ 33.5227 (4)	0	D
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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. 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. Amount or Number of Shares
Warrant (right to buy)	\$ 1.79	09/21/2012		X ⁽¹⁾	20,601	⁽⁵⁾ 07/04/2016	Common Stock	20,601
Warrant (right to buy)	\$ 1.79	09/24/2012		X ⁽¹⁾	5,398	⁽⁵⁾ 07/04/2016	Common Stock	5,398
Warrant (right to buy)	\$ 1.79	09/25/2012		X ⁽¹⁾	9,001	⁽⁵⁾ 07/04/2016	Common Stock	9,001

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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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

09/25/2012

 **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 20,601 shares of common stock of Proto Labs, Inc. sold by the reporting person in multiple transactions on September 21, 2012 with sale prices ranging from \$33.50 to \$33.85 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) Transaction effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 27, 2012. The transactions reported on this Form 4 conclude the transactions contemplated by the Rule 10b5-1 trading plan.

Reflects the weighted average price of 9,001 shares of common stock of Proto Labs, Inc. sold by the reporting person in multiple transactions on September 25, 2012 with sale prices ranging from \$33.50 to \$33.64 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.

(5) 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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