

Schneider Jacqueline D.

Form 4

February 19, 2013

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 *
Schneider Jacqueline D.

(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)

02/15/2013

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 below) ____ Other (specify below)

VP Sales & Customer Service

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	02/15/2013		M ⁽¹⁾	3,000 A \$ 4.54	4,250 ⁽²⁾	D	
Common Stock	02/15/2013		M ⁽¹⁾	21,000 A \$ 5.56	25,250	D	
Common Stock	02/15/2013		M ⁽¹⁾	28,000 A \$ 7.86	53,250	D	
Common Stock	02/15/2013		S ⁽¹⁾	38,170 D \$ 46.8201	15,080	D	
Common Stock	02/15/2013		S ⁽¹⁾	13,064 D \$ 47.3727	2,016	D	

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					(4)			
					\$			
Common	02/15/2013		S(1)	766	D	48.2805	1,250	D
Stock						(5)		

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 4.54	02/15/2013		M ⁽¹⁾			3,000	⁽⁶⁾	03/11/2018	Common Stock	3,000
Employee Stock Option (Right to Buy)	\$ 5.56	02/15/2013		M ⁽¹⁾			21,000	⁽⁷⁾	04/28/2019	Common Stock	21,000
Employee Stock Option (Right to Buy)	\$ 7.86	02/15/2013		M ⁽¹⁾			28,000	⁽⁸⁾	12/21/2020	Common Stock	28,000
Employee Stock Option (Right to Buy)	\$ 47.08	02/15/2013		A			16,170	⁽⁹⁾	02/15/2023	Common Stock	16,170

Reporting Owners

Reporting Owner Name / Address	Relationships
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Reporting Owners

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Director 10% Owner Officer

Other

Schneider Jacqueline D.
5540 PIONEER CREEK DRIVE
MAPLE PLAIN, MN 55359

VP Sales & Customer Service

Signatures

/s/ Julie M. Regnier, Attorney-in-Fact for Jacqueline D.
Schneider

02/19/2013

__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) Transaction effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 10, 2012.

(2) Includes 1,250 shares acquired under the Company's employee stock purchase plan on November 16, 2012.

(3) Reflects the weighted average price of 38,170 shares of common stock of Proto Labs, Inc. sold by the reporting person in multiple transactions on February 15, 2013 with sale prices ranging from \$46.19 to \$47.16 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) Reflects the weighted average price of 13,064 shares of common stock of Proto Labs, Inc. sold by the reporting person in multiple transactions on February 15, 2013 with sale prices ranging from \$47.19 to \$48.16 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) Reflects the weighted average price of 766 shares of common stock of Proto Labs, Inc. sold by the reporting person in multiple transactions on February 15, 2013 with sale prices ranging from \$48.32 to \$48.22 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.

(6) The option vests as to 20% of the shares in five annual installments beginning on March 11, 2009.

(7) The option vests as to 20% of the shares in five annual installments beginning on April 28, 2010.

(8) The option vests as to 20% of the shares in five annual installments beginning on December 21, 2011.

(9) The option vests as to 20% of the shares in five annual installments beginning on February 15, 2014.

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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