#### KRANTZ DONALD G

Form 4

March 19, 2013

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

response...

burden hours per

*See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KRANTZ DONALD G			2. Issuer Name and Ticker or Trading Symbol Proto Labs Inc [PRLB]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
5540 PIONEER CREEK DRIVE			03/15/2013	X Officer (give title Other (specify below) Chief Operating Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
MAPLE PLAIN, MN 55359				Form filed by More than One Reporting		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acquir	ed, 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. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or				5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	03/15/2013		Code V M(1)	Amount 29,818	(D)	Price \$ 1.79	(Instr. 3 and 4) 31,068	D	
Common Stock	03/15/2013		S <u>(1)</u>	25,207	D	\$ 46.8052 (2)	5,861	D	
Common Stock	03/15/2013		S <u>(1)</u>	4,611	D	\$ 47.8364 (3)	1,250	D	
Common Stock	03/18/2013		M <u>(1)</u>	18,182	A	\$ 1.79	19,432	D	
	03/18/2013		S <u>(1)</u>	18,182	D		1,250	D	

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Commo \$
Stock 46.6685

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

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SEC 1474

(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. Transactio Code (Instr. 8)	5. Number of on 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.79	03/15/2013		M <u>(1)</u>	29,818	<u>(5)</u>	11/21/2015	Common Stock	29,818
Employee Stock Option (Right to Buy)	\$ 1.79	03/18/2013		M <u>(1)</u>	18,182	<u>(5)</u>	11/21/2015	Common Stock	18,182

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
IZD ANITIZ DONIAL D.C.						

KRANTZ DONALD G 5540 PIONEER CREEK DRIVE MAPLE PLAIN, MN 55359

**Chief Operating Officer** 

## **Signatures**

/s/ Julie M. Regnier, Attorney-in-Fact for Donald G.
Krantz
03/19/2013

\*\*Signature of Reporting Person Date

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## **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) Sales effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 15, 2013.
- Reflects the weighted average price of 25,207 shares of common stock of Proto Labs, Inc. sold by the reporting person in multiple transactions on March 15, 2013 with sale prices ranging from \$46.22 to \$47.10 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 4,611 shares of common stock of Proto Labs, Inc. sold by the reporting person in multiple transactions on March 15, 2013 with sale prices ranging from \$47.20 to \$48.15 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 18,182 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 \$46.38 to \$46.85 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.
- (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. 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.