Proto Labs Inc Form 4 October 16, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

Number: 3235-0287

January 31,

Estimated average

Expires:

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIESFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction See Instruction 30(h) 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 *

KRANTZ DONALD G Issuer Symbol Proto Labs Inc [PRLB] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 5540 PIONEER CREEK DRIVE 10/14/2015 below) Executive VP and Tech. Officer

2. Issuer Name and Ticker or Trading

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

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

5. Relationship of Reporting Person(s) to

MAPLE PLAIN, MN 55359

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) V Amount (D) Price Common 10/14/2015 M 2,714 A 9,804 D 30.58 Stock

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)

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)	\$ 30.58	10/14/2015		M	2,714	<u>(1)</u>	05/07/2022	Common Stock	2,714

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Executive VP and Tech. Officer

Signatures

/s/ W. Morgan Burns, attorney-in-fact for Donald G.
Krantz

**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) The option vests as to 20% of the shares in five annual installments beginning on May 7, 2013.

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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