

Bodor Robert  
Form 4  
February 14, 2018

**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  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bodor Robert

(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)

02/12/2018

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/General Manager-Americas

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	02/12/2018		A	2,622 (1)	A \$ 105.75 19,755 (2)	D	
Common Stock	02/13/2018		M	1,891	A \$ 57.88 21,646	D	
Common Stock	02/13/2018		S(3)	1,891	D \$ 106.0046 19,755	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 105.75	02/12/2018		A	3,004	<sup>(5)</sup> 02/12/2028	Common Stock	3,004
Employee Stock Option (right to buy)	\$ 57.88	02/13/2018		M	1,891	<sup>(6)</sup> 02/08/2026	Common Stock	1,891

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bodor Robert 5540 PIONEER CREEK DRIVE MAPLE PLAIN, MN 55359	VP/General Manager-Americas

## Signatures

/s/ Samuel A. Rosenbaum,  
attorney-in-fact

02/14/2018

\_\_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 restricted stock units vest as to 25% of the shares in four annual installments beginning on February 13, 2019.

Reports the total number of shares of Common Stock of the issuer held by the reporting person as of February 14, 2018, including a total

(2) of 555 shares of Common Stock of the issuer purchased by the reporting person through the issuer's Employee Stock Purchase Plan program on May 15, 2017 and November 15, 2017.

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- (3) Sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 9, 2017.

Reflects the weighted average price of 1,891 shares of common stock of Proto Labs, Inc. sold by the reporting person on February 13, 2018 with sale prices ranging from \$106.00 to \$106.03 per share. The reporting person undertakes to provide upon request by the U.S.

- (4) 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) The option vests as to 25% of the shares in four annual installments beginning on February 13, 2019.

- (6) The option vests as to 20% of the shares in five annual installments beginning on February 13, 2017.

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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