

Bodor Robert
Form 4
February 14, 2018

FORM 4

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

OMB APPROVAL

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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

(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
 Officer (give title below) _____ Other (specify below)
VP/General Manager-Americas

6. Individual or Joint/Group Filing (Check Applicable Line)
 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	V Amount (D) Price 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 (4)	19,755	D	

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

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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
					V	(A)	(D)			
Employee Stock Option (right to buy)	\$ 105.75	02/12/2018		A		3,004	(5) 02/12/2028	Common Stock	3,004	
Employee Stock Option (right to buy)	\$ 57.88	02/13/2018		M		1,891	(6) 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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