

KRANTZ DONALD G

Form 4

April 12, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KRANTZ DONALD G

(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)

04/10/2013

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)

Chief Operating Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 04/10/2013                              |   | M <sup>(1)</sup>                     | 42,000 A  | \$ 7.86 43,250   | D   |   |
| Common<br>Stock                       | 04/10/2013                              |   | S <sup>(1)</sup>                     | 29,650 D  | \$ 50.2814 13,600  | D   |   |
| Common<br>Stock                       | 04/10/2013                              |   | S <sup>(1)</sup>                     | 12,350 D  | \$ 51.2178 1,250   | 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**

SEC 1474  
(9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (right to buy)       | \$ 7.86  | 04/10/2013                           |  | M <sup>(1)</sup>               | 42,000  | <sup>(4)</sup> 12/21/2020                                | Common Stock 42,000   |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| KRANTZ DONALD G<br>5540 PIONEER CREEK DRIVE<br>MAPLE PLAIN, MN 55359 | Chief Operating Officer          |

## Signatures

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

04/12/2013

\_\_\_\_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 February 15, 2013. The transactions reported on this Form 4 conclude the transactions contemplated by the Rule 10b5-1 trading plan.

(2) Reflects the weighted average price of 29,650 shares of common stock of Proto Labs, Inc. sold by the reporting person in multiple transactions on April 10, 2013 with sale prices ranging from \$50.00 to \$50.99 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.

(3) Reflects the weighted average price of 12,350 shares of common stock of Proto Labs, Inc. sold by the reporting person in multiple transactions on April 10, 2013 with sale prices ranging from \$51.00 to \$51.60 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.

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

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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