

☐ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Schumacher Daniel</u>	2. Issuer Name and Ticker or Trading Symbol <u>Proto Labs Inc [PRLB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director 10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</div> <div>Chief Financial Officer</div>
(Last) (First) (Middle) <u>5540 PIONEER CREEK DRIVE</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>05/23/2022</u>	
(Street) <u>MAPLE PLAIN MN 55359</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>
(City) (State) (Zip)		

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/23/2022		F		350	D	\$45.68	6,654	D	
Common Stock	08/30/2022		A		2,233 ⁽¹⁾	A	\$0	8,887	D	
Common Stock	08/30/2022		A		6,154 ⁽²⁾	A	\$0	15,041	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V			Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Employee Stock Option (right to buy)	\$39.11	08/30/2022		A		2,288	(3) 08/30/2032	Common Stock	2,288	\$0	2,288	D	
Employee Stock Option (right to buy)	\$39.11	08/30/2022		A		6,317	(4) 08/30/2032	Common Stock	6,317	\$0	6,317	D	
Performance Stock Units	(5)	08/30/2022		A		3,077	(5) 12/31/2024	Common Stock	3,077	\$0	3,077	D	

Explanation of Responses:

1. The restricted stock units vest in four annual equal installments beginning on May 20, 2023.
2. The restricted stock units vest in four annual equal installments beginning on February 13, 2023.
3. The stock option vest as to 25% of the shares in four annual installments beginning on May 20, 2023.
4. The stock option vest as to 25% of the shares in four annual installments beginning on February 13, 2023.
5. Each performance stock unit represents a contingent right to receive one share of Proto Labs, Inc. common stock. The performance stock units vest upon Proto Labs, Inc. common stock achieving a specified price per share.

/s/ W. Morgan Burns, Attorney-in-Fact 09/01/2022

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.