FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPRO	VAL							
	OMB Number:	3235-0287							
l	Estimated average burden								
l	hours per response:	0.5							

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person*  Goodman John B						2. Issuer Name <b>and</b> Ticker or Trading Symbol Proto Labs Inc [ PRLB ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Goodinan John D															ctor		10% C	)wner
(Last) (First) (Middle) 5540 PIONEER CREEK DRIVE							3. Date of Earliest Transaction (Month/Day/Year) 02/23/2012											(specify
		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable						
(Street)														,	Form filed by One Reporting Person			
WIAPLE PLAIN WIN 55359															Form filed by More than One Reporting Person			
	State) (	Zip)																
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Date						Execution Date, if any			Transaction Disposed Of (D) (Instr. 3, Code (Instr. 5)				nd Secur Benef Owne	ities icially d Following	Form: D (D) or Ir	irect direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code	v	Amount (A		() or ()	Price	Trans	action(s)			(111511.4)		
Stock		/2012	2012		A		6,250 A		\$0.0	00	6,250		)					
	Ta													/ Owned				
Conversion or Exercise Price of Derivative Security  Date (Month/Day/Year)  Execution Date, if any (Month/Day/Year)			Transa Code ( 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration			Amoun or Numbe of		ount	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	Owr Fori Dire or Ir (I) (I	n: ct (D) ndirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	PLAIN M  Stock  2. Conversio or Exercis. Price of Derivative	(First) (ONEER CREEK DRIVE)  PLAIN MN (State) (Table Security (Instr. 3)  Stock  Table Security (Instr. 3)  Stock  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle)  ONEER CREEK DRIVE  PLAIN MN 55359  (State) (Zip)  Table I - Nor  Security (Instr. 3)  Stock  Table II - D  ((Instr. 3)  3A. Deeme Execution or Exercise Price of Derivative (Month/Day/Year) (Month/Day)	(First) (Middle)  DNEER CREEK DRIVE  PLAIN MN 55359  (State) (Zip)  Table I - Non-Deriv  Security (Instr. 3)  2. Transaction Date (Month/L  Conversion or Exercise Price of Derivative Security  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)	Conversion or Exercise Price of Derivative (Month/Day/Year)   Conversion or Exercise Price of Derivative (Month/Day/Year)	Conversion or Exercise Price of Derivative Security   Security	Proto Labs   Proto Labs   Proto Labs   Proto Labs	Proto Labs Inc [  (First) (Middle)  (First) (Middle)  (Share) (State) (Zip)  Table I - Non-Derivative Securities Accurity (Instr. 3)  Stock  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  Stock  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Proto Labs Inc [PRLB]  (First) (Middle)  (First) (Middle)  DNEER CREEK DRIVE  Table I - Non-Derivative Securities Acquired, Month/Day/Year)  (Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Dice (e.g., puts, calls, warrants, option  Table II - Derivative Securities Acquired, Dice (e.g., puts, calls, warrants, option)  2. Transaction Date (e.g., puts, calls, warrants, option)  3. Transaction (Month/Day/Year)  Table II - Derivative Securities Acquired, Dice (e.g., puts, calls, warrants, option)  2. Transaction (Month/Day/Year)  (Month/Day/Year)  3. Transaction (S. Date Expiration Date, if any (Month/Day/Year))  (Month/Day/Year)  Date  Date	Proto Labs Inc [ PRLB ]  (First) (Middle)  (First) (Middle)  (Share) (Zip)  Table I - Non-Derivative Securities Acquired, Disponsion of Exercise Price of Derivative Security  (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Stock	Proto Labs Inc [ PRLB ]  (First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (State) (Zip)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Security  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Securities Acquired (A) or Disposed of (Disposed of (Disposed of (Disposed of (A) or Disposed of (Disposed of (Dispo	Proto Labs Inc   PRLB	Proto Labs Inc   PRLB	Proto Labs Inc   PRLB	Proto Labs Inc   PRLB	Proto Labs Inc [ PRLB ] (Check all applicable) X Director Officer (give title below)  3. Date of Earliest Transaction (Month/Day/Year) Oz/23/2012  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction (Month/Day/Year)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  5. Number of Date (Month/Day/Year)  2. Date Exercisable and Execution Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction (Month/Day/Year)  4. Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Date Exercisable and Expiration Date (Month/Day/Year)  2. Date Exercisable and Expiration Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction (Month/Day/Year)  4. Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities of (B) or Derivative Securities (A) or Derivative Secu	PLAIN MN 55359  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (State) (Zip)  (Month/Day/Year)  (Month/D	PLAIN MN 55359  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Form: If any (Month/Day/Year) (Month/Day/Year)  Security (Instr. 3)  Table I - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 6)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Form: If any (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Tinasaction (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Tinasaction (Disposed of (D) (Instr. 3, 4 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Tinasaction (Disposed of (D) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. 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**Explanation of Responses:** 

Remarks:

/s/ Catherine M. Verschelden, Attorney-in-Fact for John B.

02/27/2012

Goodman

\*\* 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.