

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 * <u>Tumelty John B.</u> (Last) (First) (Middle) 5540 PIONEER CREEK DRIVE (Street) MAPLE PLAIN MN 55359 (City) (State) (Zip)	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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Managing Dir.-Proto Labs, Ltd.</u>
	3. Date of Earliest Transaction (Month/Day/Year) 07/08/2013	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	07/08/2013		M ⁽¹⁾		10,500	A	\$7.86	10,500	D	
Common Stock	07/08/2013		S ⁽¹⁾		8,009	D	\$64.4692 ⁽²⁾	2,491	D	
Common Stock	07/08/2013		S ⁽¹⁾		2,491	D	\$65.415 ⁽³⁾	0	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$7.86	07/08/2013		M			10,500	(4)	01/21/2020	Common Stock	10,500	\$0.00	52,500	D	

Explanation of Responses:

- Sales effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 6, 2013.
- Reflects the weighted average price of 8,009 shares of common stock of Proto Labs, Inc. sold by the reporting person in multiple transactions on July 8, 2013 with sale prices ranging from \$64.15 to \$65.14 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.
- Reflects the weighted average price of 2,491 shares of common stock of Proto Labs, Inc. sold by the reporting person in multiple transactions on July 8, 2013 with sale prices ranging from \$65.154 to \$65.85 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.
- On 5/23/13, the Issuer's Board of Directors approved a change to the vesting terms of the stock option granted to the reporting person on 12/21/10. The stock option is amended to vest on a monthly basis in 2013 and will then vest 20% of the shares annually on each of 12/21/14 and 12/21/15.

Remarks:

/s/ Julie M. Regnier, Attorney-in-Fact 07/10/2013

** 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.