

Cleveland Bradley A.
Form 5
February 14, 2013

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB
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1. Name and Address of Reporting Person *
Cleveland Bradley A.

(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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2012

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)

President and CEO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/14/2012	Â	G	210,000 D \$ 0	746,182	I	By Bradley A. Cleveland Declaration Trust
Common Stock	12/14/2012	Â	G	55,000 A \$ 0	94,500	I	By JMC Irrevocable Gift Trust ⁽¹⁾
	12/14/2012	Â	G	55,000 A \$ 0	94,500	I	

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Common Stock									By KEC Irrevocable Gift Trust ⁽¹⁾
Common Stock	12/14/2012	Â	G	100,000	A	\$ 0	100,000	I	By Patricia M. Cleveland Declaration Trust
Common Stock	12/27/2012	Â	G	50,000	D	\$ 0	696,182 ⁽²⁾	I	By Bradley A. Cleveland Declaration Trust
Common Stock	12/31/2012	Â	G	100,000	D	\$ 0	0	I	By Patricia M. Cleveland Declaration Trust
Common Stock	12/31/2012	Â	G	100,000	A	\$ 0	100,000	I	By JK Cleveland Irrevocable Trust ⁽³⁾

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

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. of Derivative Securities (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Cleveland Bradley A.

5540 PIONEER CREEK DRIVE X President and CEO
MAPLE PLAIN, MN 55359

Signatures

/s/ Julie M. Regnier, Attorney-in-Fact for Bradley A.
Cleveland

02/14/2013

____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) The reporting person has no voting rights over the shares and disclaims beneficial ownership.

This report does not reflect 50,000 shares of the Issuer's common stock held by a tax exempt section 501(c)(3) charitable foundation for
(2) which the reporting person serves as a director. The reporting person holds no pecuniary interest in the shares owned by the charitable foundation.

(3) These shares are held indirectly by a trust for the benefit of the reporting person's children. The reporting person is a trustee of the trust.
The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest in them.

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