

Cleveland Bradley A.
Form 5
February 14, 2013

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

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

2. Issuer Name and Ticker or Trading Symbol
Proto Labs Inc [PRLB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

President and CEO

(Last) (First) (Middle)
5540 PIONEER CREEK DRIVE
(Street)

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

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

MAPLE PLAIN, MN 55359

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 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)
				Amount (D) Price			
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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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 D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

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Director 10% Owner Officer Other

Cleveland Bradley A.
5540 PIONEER CREEK DRIVE X A A President and CEO A
MAPLE PLAIN, MN 55359

Signatures

/s/ Julie M. Regnier, Attorney-in-Fact for Bradley A. 02/14/2013
Cleveland

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