

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Long Matthew A.		Palantir Technologies Inc. [PLTR]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) See Remarks	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O PALANTIR TECHNOLOGIES INC., 1555 BLAKE STREET, SUITE 250		2/18/2021			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
DENVER, CO 80202				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			
Class A Common Stock	2/18/2021		C(1)		503864	A	\$0.00	1285803	D	
Class A Common Stock	2/18/2021		S(1)		468762	D	\$25.0389 (2)	817041	D	
Class A Common Stock	2/18/2021		S(1)		35102	D	\$25.8618 (3)	781939	D	

Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V	(A)	(D)	Date Exercisable	Expiration Date				
Employee Stock Option (Right to buy)	\$2.70	2/18/2021		M(1)		283864	(4)	7/2/2022	Class B Common Stock (5)	283864	\$0.00	0	D	
Class B Common Stock (5)	\$2.70	2/18/2021		M(1)		283864	(5)	(5)	Class A Common Stock	283864	\$0.00	580160	D	
Employee Stock Option (Right to buy)	\$4.72	2/18/2021		M(1)		220000	(4)	6/3/2030	Class B Common Stock (5)	220000	\$0.00	880000	D	
Class B Common Stock (5)	\$4.72	2/18/2021		M(1)		220000	(5)	(5)	Class A Common Stock	220000	\$0.00	800160	D	
Class B Common Stock (5)	(5)	2/18/2021		C(1)		503864	(5)	(5)	Class A Common Stock	503864	\$0.00	296296	D	

Explanation of Responses:

- All transactions listed in this Form 4 are related and represent one series of transactions undertaken pursuant to a preexisting Rule 10b5-1 trading plan. The Reporting Person exercised vested Class B Common Stock options, converted the resulting shares of Class B Common Stock to Class A Common Stock, and immediately sold the shares of Class A Common Stock in the open market.
- This transaction represents sales executed in multiple open market sales. The sales reflected in this line item were made at prices ranging from \$24.51 to \$25.50. The price reported above reflects the weighted average sale price of trades occurring within that price range. See footnote (3) for sales executed in other price ranges on the date indicated. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate sale price.
- This transaction represents sales executed in multiple open market sales. The sales reflected in this line item were made at prices ranging from \$25.51 to \$26.30. The price reported above reflects the weighted average sale price of trades occurring within that price range. See footnote (2) for sales executed in other price ranges on the date indicated. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate sale price.

(4) The options exercised in this transaction were fully vested and exercisable as of the transaction date.

(5) The Class B Common Stock is convertible into the Issuer's Class A Common Stock on a 1-for-1 basis and has no expiration date.

Remarks:

Officer title: General Counsel

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Long Matthew A. C/O PALANTIR TECHNOLOGIES INC. 1555 BLAKE STREET, SUITE 250 DENVER, CO 80202			See Remarks	

Signatures

/s/ Justin V. Laubach, under power of attorney

2/22/2021

**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 control number.