

Dilley Timothy
Form 4
March 18, 2013

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dilley Timothy

(Last) (First) (Middle)
C/O NETSUITE INC., 2955
CAMPUS DRIVE, SUITE 100
(Street)

SAN MATEO, CA 94403

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETSUITE INC [N]

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2013

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)
EVP & Chief Customer Officer

6. Individual or Joint/Group Filing(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 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	Price	
Common Stock	03/14/2013		M ⁽¹⁾	834	A \$ 12.4	53,183	D
Common Stock	03/14/2013		M ⁽¹⁾	833	A \$ 13.35	54,016	D
Common Stock	03/14/2013		M ⁽¹⁾	6,223	A \$ 29.32	60,239	D
Common Stock	03/14/2013		M ⁽¹⁾	2,110	A \$ 46.78	62,349	D
Common Stock	03/14/2013		S ⁽¹⁾	4,203	D \$ 75.7459	58,146	D
					(2)		

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Common Stock	03/14/2013		<u>S</u> ⁽¹⁾	5,797	D	\$ 76.2568 <u>(2)</u>	52,349	D
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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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 13.35	03/14/2013		<u>M</u> ⁽¹⁾	833	<u>(3)</u> 08/14/2019	Common Stock	833
Employee Stock Option (right to buy)	\$ 12.4	03/14/2013		<u>M</u> ⁽¹⁾	834	<u>(4)</u> 03/03/2020	Common Stock	834
Employee Stock Option (right to buy)	\$ 29.32	03/14/2013		<u>M</u> ⁽¹⁾	6,223	<u>(5)</u> 03/07/2021	Common Stock	6,223
Employee Stock Option (right to buy)	\$ 46.78	03/14/2013		<u>M</u> ⁽¹⁾	2,110	<u>(6)</u> 03/03/2022	Common Stock	2,110

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dilley Timothy C/O NETSUITE INC. 2955 CAMPUS DRIVE, SUITE 100 SAN MATEO, CA 94403			EVP & Chief Customer Officer	

Signatures

/s/ Adriana Botto, by power of attorney
Date: 03/18/2013

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 transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 8, 2013.
The sale prices reported in column 4 of Table 1 represent the weighted average sale price of the shares sold ranging from \$75.04 to \$75.99 and \$76.00 to \$76.81, per share, respectively. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (3) The original shares underlying this option vest in forty-eight equal monthly installments beginning on September 15, 2009.
- (4) The original shares underlying this option vest in forty-eight equal monthly installments beginning on April 3, 2010.
- (5) The original shares underlying this option vest in forty-eight equal monthly installments beginning on April 3, 2011.
- (6) The original shares underlying this option vest in forty-eight equal monthly installments beginning on April 3, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space 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.