

NetApp, Inc.  
Form 4  
January 02, 2014

**FORM 4**

**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).

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WARMENHOVEN DANIEL J**

(Last) (First) (Middle)

495 EAST JAVA DRIVE

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**NetApp, Inc. [NTAP]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/30/2013

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)

Executive Chairman

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 | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 12/30/2013                           |                                                    | M <sup>(1)</sup>               |                                                                   | 23,648 | A          | \$ 23.79                                                                                      | 88,707                                                   | D                                                     |
| Common Stock                    | 12/30/2013                           |                                                    | S <sup>(1)</sup>               |                                                                   | 23,648 | D          | \$ 41.009                                                                                     | 65,059                                                   | D                                                     |
| Common Stock                    | 12/31/2013                           |                                                    | M <sup>(1)</sup>               |                                                                   | 6,352  | A          | \$ 23.79                                                                                      | 71,411                                                   | D                                                     |
| Common Stock                    | 12/31/2013                           |                                                    | S <sup>(1)</sup>               |                                                                   | 6,352  | D          | \$ 41.149                                                                                     | 65,059                                                   | D                                                     |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |            |                                                                                               | 2,091,031                                                | I by Trust                                            |

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Common Stock 38,032 I by Trust2 (2)

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 23.79                                               | 12/30/2013                           |                                                    | M(1)                           | 23,648                                                                                  | (3) 06/01/2015                                           | Common Stock                                                | 23,648                        |
| Non-Qualified Stock Option (right to buy)  | \$ 23.79                                               | 12/31/2013                           |                                                    | M(1)                           | 6,352                                                                                   | (3) 06/01/2015                                           | Common Stock                                                | 6,352                         |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships                    |
|--------------------------------------------------------------------|----------------------------------|
|                                                                    | Director 10% Owner Officer Other |
| WARMENHOVEN DANIEL J<br>495 EAST JAVA DRIVE<br>SUNNYVALE, CA 94089 | X Executive Chairman             |

## Signatures

By: Michael Nolan, Attorney-in-fact For: Daniel J. Warmenhoven 01/02/2014

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 transaction(s) reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

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- (2) Shares held in trust by Richard A. Andre, trustee to The Daniel J. Warmenhoven 1991 Children's Trust. Reporting person disclaims beneficial ownership of such shares.
- (3) Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month anniversary of the grant date.

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

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