

NetApp, Inc.  
Form 4  
August 18, 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
**08/14/2014**

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)

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)
Common Stock	08/14/2014		M <sup>(1)</sup>	100,000 A	\$ 23.79 100,000	D	
Common Stock	08/14/2014		S <sup>(1)</sup>	100,000 D	\$ 41.2725 0	D	
Common Stock	08/15/2014		M <sup>(1)</sup>	86,218 A	\$ 23.79 86,218	D	
Common Stock	08/15/2014		S <sup>(1)</sup>	86,218 D	\$ 41.2822 0	D	
Common Stock	08/15/2014		M <sup>(1)</sup>	10,800 A	\$ 29.24 10,800	D	

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Stock

Common Stock	08/15/2014	<u>S</u> <sup>(1)</sup>	10,800	D	\$ 41.503 <u>(4)</u>	0	D	
Common Stock	08/15/2014	<u>M</u> <sup>(1)</sup>	40,000	A	\$ 20.69	40,000	D	
Common Stock	08/15/2014	<u>S</u> <sup>(1)</sup>	40,000	D	\$ 41.2799 <u>(5)</u>	0	D	
Common Stock	08/15/2014	<u>M</u> <sup>(1)</sup>	40,000	A	\$ 20.69	40,000	D	
Common Stock	08/15/2014	<u>S</u> <sup>(1)</sup>	40,000	D	\$ 41.2819 <u>(6)</u>	0	D	
Common Stock						2,127,774	I	by Trust
Common Stock						38,032	I	by Trust2 <u>(7)</u>

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

**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.**

SEC 1474  
(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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 20.69	08/15/2014		<u>M</u> <sup>(1)</sup>	40,000	<u>(8)</u>	05/31/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.69	08/15/2014		<u>M</u> <sup>(1)</sup>	40,000	<u>(8)</u>	05/31/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.79	08/14/2014		<u>M</u> <sup>(1)</sup>	100,000	<u>(8)</u>	06/01/2015	Common Stock

Non-Qualified Stock Option (right to buy)	\$ 23.79	08/15/2014	M <sup>(1)</sup>	86,218	<u>(8)</u>	06/01/2015	Common Stock	86,218
Non-Qualified Stock Option (right to buy)	\$ 29.24	08/15/2014	M <sup>(1)</sup>	10,800	<u>(8)</u>	05/31/2015	Common Stock	10,800

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARMENHOVEN DANIEL J 495 EAST JAVA DRIVE SUNNYVALE, CA 94089	X			

## Signatures

By: Roberta S Cohen Attorney-in-Fact For: Daniel J Warmenhoven

08/18/2014

\*\*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.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$41.00 to \$41.46. The reporting person will
- (2) provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$41.00 to \$41.66. The reporting person will
- (3) provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$41.50 to \$41.64. The reporting person will
- (4) provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$40.92 to \$41.66. The reporting person will
- (5) provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$40.91 to \$41.66. The reporting person will
- (6) provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (7) Shares held in trust by Peter F. Warmenhoven, trustee to The Daniel J. Warmenhoven 1991 Children's Trust. Reporting person disclaims beneficial ownership of such shares.
- (8) Option vests in a series of equal monthly installments over the 48 months of service beginning with the one-month anniversary of the 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. 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.