Edgar Filing: FAWCETT MATTHEW K - Form 4

FAWCETT MATTHEW K

Form 4

December 14, 2012

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

OMB

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** FAWCETT MATTHEW K | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|------------------|-----------|--|---|--|--|--|
| 7 | | (M: 111-) | NetApp, Inc. [NTAP] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | Director 100/ Owner | | | |
| 495 EAST JAVA DRIVE | | | (Month/Day/Year) 11/30/2012 | Director 10% Owner _X Officer (give title Other (specify below) Senior VP, General Counsel | | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| SHNNVVA | IF CA 940 | 189 | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |

SUNNYVALE, CA 94089

(Ctota)

| (City) | (State) | (Zip) Tabl | le I - Non-I | Derivative Securities Acqu | ired, Disposed of | , or Beneficiall | y Owned |
|--------------------------------------|---|-------------------------|------------------|---|--|---------------------------|----------------------------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution Date, if | 3. Transactio | 4. Securities Acquired or(A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially | 6. Ownership Form: Direct | 7. Nature of Indirect Beneficial |
| (msu. 3) | | any (Month/Day/Year) | (Instr. 8) | (msu. 3, 4 and 3) | Owned Following | (D) or Indirect (I) | Ownership (Instr. 4) |
| | | | Code V | (A) or Amount (D) Price | Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | |
| Common Stock | 11/30/2012 | | J | 360 (1) A \$ 25.024 | 4,922 (2) | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transactio Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed | . | ate | Amou Under Securi | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans |
|---|---|---|--|--|-------------|------------|-------------------------|---|---|---|
| | | | | of (D) (Instr. 3, 4, and 5) | | | | | | (Instr |
| | | | | +, and 3) | Date | Expiration | | Amount | | |
| | | | Code V | (A) (D) | Exercisable | Date | Title | Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FAWCETT MATTHEW K 495 EAST JAVA DRIVE SUNNYVALE, CA 94089

Senior VP, General Counsel

Signatures

By: Haleh Carrillo, Attorney-In-Fact For: Matthew K. Fawcett 12/14/2012

**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).
- These shares of common stock were acquired by Mr. Fawcett on November 30, 2012 under the NetApp, Inc. Employee Stock Purchase
- (2) This total includes 390 shares of common stock acquired by Mr. Fawcett on May 31, 2012 under the NetApp, Inc. Employee Stock

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.

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