

NetApp, Inc.  
Form 4  
August 21, 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  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EARHART ALAN L

(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)  
08/19/2014

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	08/19/2014		M	10,000	A \$ 29.5	18,999	D
Common Stock	08/19/2014		S	10,000	D \$ 40.9444 (1)	8,999	D
Common Stock	08/19/2014		M	5,000	A \$ 29.5	13,999	D
Common Stock	08/19/2014		S	5,000	D \$ 40.9444 (1)	8,999	D
Common Stock	08/19/2014		M	8,500	A \$ 34.52	17,499	D

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Stock

Common Stock	08/19/2014	S	8,500	D	\$ 40.9444 (1)	8,999	D
Common Stock	08/19/2014	M	3,000	A	\$ 34.52	11,999	D
Common Stock	08/19/2014	S	3,000	D	\$ 40.9444 (1)	8,999	D

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 or Amount of Sh
Non-Qualified Stock Option (right to buy)	\$ 29.5	08/19/2014		M	10,000	(2) 10/13/2016	Common Stock 10,0
Non-Qualified Stock Option (right to buy)	\$ 29.5	08/19/2014		M	5,000	(2) 10/13/2016	Common Stock 5,0
Non-Qualified Stock Option (right to buy)	\$ 34.52	08/19/2014		M	8,500	(2) 08/30/2019	Common Stock 8,5
Non-Qualified Stock Option (right to buy)	\$ 34.52	08/19/2014		M	3,000	(2) 08/30/2019	Common Stock 3,0

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director   10% Owner   Officer   Other

EARHART ALAN L  
495 EAST JAVA DRIVE  
SUNNYVALE, CA 94089

X

## Signatures

By: Roberta S Cohen Attorney-in-Fact For: Alan L.  
Earhart

08/21/2014

\_\_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).

The price in Column 4 is a weighted average price. The prices actually received ranged from \$40.93 to \$41.00. The reporting person will  
(1) 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 option is immediately exercisable, but any shares purchased under the option will be subject to repurchase by the Company at the  
(2) option exercise price paid per share, upon the reporting person's cessation of Board service prior to vesting in those shares. The shares will vest upon the reporting person's continuation in Board service through the day immediately preceding the next Annual Stockholders Meeting following 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.