F5 NETWORKS INC

Form 4

August 02, 2013

FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Feringa Thomas David			2. Issuer Name and Ticker or Trading Symbol F5 NETWORKS INC [FFIV]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(encen un apprication)		
			(Month/Day/Year)	Director 10% Owner		
C/O F5 NETWORKS, INC., 401 ELLIOTT AVE. WEST			07/31/2013	_X_ Officer (give title Other (specify below)		
				EVP, World Wide Sales		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
SEATTLE, W	'A 98119			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose 4 and (A) or	d of (D)	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	07/31/2013		A	674 <u>(1)</u>	` ´	\$ 0	2,805	D	
Common Stock	08/01/2013		M	8,980 (2)	A	\$0	11,785	D	
Common Stock	08/01/2013		S	3,241	D	\$ 87.98 (3)	8,544	D	
Common Stock	08/01/2013		S	1,300	D	\$ 88.96 (4)	7,244	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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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 proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date (Month/Day/Year) cquired (A) or isposed of (D) nstr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (5)	\$ 0	08/01/2013		M	716	<u>(6)</u>	<u>(7)</u>	Common Stock	716	\$
Restricted Stock Units (5)	\$ 0	08/01/2013		M	764	<u>(8)</u>	<u>(7)</u>	Common Stock	764	\$
Restricted Stock Units (5)	\$ 0	08/01/2013		M	7,500	<u>(9)</u>	<u>(7)</u>	Common Stock	7,500	\$

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships							
F	Director	10% Owner	Officer	Other				
Feringa Thomas David C/O F5 NETWORKS, INC. 401 ELLIOTT AVE. WEST SEATTLE, WA 98119			EVP, World Wide Sales					
Signatures								
/s/ Jeffrey A. Christianson by F Attorney	Power of		08/02/2013					

Reporting Owners 2

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) Shares acquired based on performance targets for the November 1, 2012 award of Restricted Stock Units.
- (2) Shares acquired upon vesting of the August 1, 2011, August 1, 2012, and November 1, 2012 awards of service-based Restricted Stock Units.
- This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from \$87.53 to \$88.47. The reported price is the weighted average sale price. The reporting person undertakes to provide to the Company, any security holder of the Company, or Securities and Exchange Commission staff, upon request, complete information regarding the number of shares sold at each separate price.
- This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from \$88.85 to \$89.08. The reported price is the weighted average sale price. The reporting person undertakes to provide to the Company, any security holder of the Company, or Securities and Exchange Commission staff, upon request, complete information regarding the number of shares sold at each separate price.
- (5) Each Restricted Stock Unit represents a contingent right to receive one share of F5 Networks, Inc. Common Stock on the vest date.
- (6) The August 1, 2011 award of service-based Restricted Stock Units vests in eight equal quarterly increments beginning November 1, 2011.
- (7) If the reporting person continues to serve as an officer of the Company on the vest date, the corresponding number of shares of Common Stock of F5 Networks, Inc. will be issued to the reporting person on the vest date.
- (8) The November 1, 2012 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2013.
- (9) 25% of the August 1, 2012 award of service-based Restricted Stock Units vest on August 1, 2013, and the remaining 75% vest in twelve equal quarterly increments beginning November 1, 2013.

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.