WARMENHOVEN DANIEL J

Form 4

September 09, 2010

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. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

OMB APPROVAL

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

response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** WARMENHOVEN DANIEL J			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			NetApp, Inc. [NTAP] (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
495 EAST JA	AVA DRIV	E	(Month/Day/Year) 09/08/2010	X Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
SUNNYVAI	LE, CA 940	89		Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transactic Code (Instr. 8)	4. Securition on Dispose (Instr. 3, 4	d of (L))	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	09/08/2010		M(1)	100,000	A	\$ 20.16	2,476,685	I	by Trust
Common Stock	09/08/2010		S <u>(1)</u>	100,000	D	\$ 45.17	2,376,685	I	by Trust
Common Stock	09/08/2010		M(1)	95,040	A	\$ 20.16	2,471,725	I	by Trust
Common Stock	09/08/2010		S <u>(1)</u>	95,040	D	\$ 46.17	2,376,685	I	by Trust
Common Stock							50,087	D	
							170,000	I	

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Common			by Lmtd
Stock			Ptnrshp2
			<u>(3)</u>
Common Stock	78,962	I	by Trust2

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Non-Qualified Stock Option (right to buy)	\$ 20.16	09/08/2010		M <u>(1)</u>	100,000	<u>(5)</u>	04/25/2011	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 20.16	09/08/2010		M <u>(1)</u>	95,040	<u>(5)</u>	04/25/2011	Common Stock	9:

Reporting Owners

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

Signatures

By: Janice Mahoney by Power of Attorney For: Daniel J.
Warmenhoven 09/09/2010

**Signature of Reporting Person Date

Reporting Owners 2

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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 option exercise(s) and sale(s) reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 2, 2010.
- (2) Shares held in trust by Daniel J. Warmenhoven & Charmaine A. Warmenhoven, trustees to The Warmenhoven 1987 Revocable Trust UTA dated 12/16/87, as amended.
- Shares held by Warmenhoven Ventures LP, a limited partnership of which the Warmenhoven Management Trust is the general partner, of (3) which the reporting person and his wife are the trustees. Reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (4) 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.
- Option vests with respect to 25% of the option shares on the first anniversary of the grant date and the balance in a series of equal monthly installments over the next 36 months of service thereafter.

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.