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| NetApp, In Form 4 June 07, 20 | | | | | | | | | | | |
|---|---|--|--|--|---|-------|----------------------|--|--|---|--|
| FORM | 4 | ~ | | | | ~ | | | OMB AF | PROVAL | |
| Check t | UNITED | STATES | | | AND EX 1, D.C. 2(| | ANGE CO | OMMISSION | OMB Number: | 3235-0287 | |
| if no los subject Section Form 4 Form 5 | nger to STATEN 16. or | STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange | | | | | | | Expires: Estimated a burden hour response | | |
| obligations may continue. See InstructionSection 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b). | | | | | | | | | | | |
| (Print or Type | e Responses) | | | | | | | | | | |
| | | | 2. Issuer Name and Ticker or Trading Symbol NetApp, Inc. [NTAP] | | | | 8 | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | | | | 3. Date of Earliest Transaction | | | | (Check all applicable) | | | |
| 495 EAST JAVA DRIVE | | | (Month/Day/Year) 06/03/2016 | | | | 1 | Director10% Owner XOfficer (give titleOther (specify below) SVP, GC & Secretary | | | |
| Filed | | | | Amendment, Date Original (Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| | SUNINI VALE, CA 94089 Person | | | | | | | | | | |
| (City) | (State) | (Zip) | Tał | ole I - Non- | Derivative | Secu | rities Acqu | ired, Disposed of, | or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | ansaction Date 2A. Deemed th/Day/Year) Execution Date, if any (Month/Day/Year) | | | 4. Securit ondr Dispos (Instr. 3, 4 | ed of | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | | |
| Common Stock | 06/03/2016 | | | М | 6,250 | А | \$0 | 14,715 | D | | |
| Common Stock | 06/03/2016 | | | F | 2,348 | D | \$ 24.94 | 12,367 | D | | |
| Common Stock | 06/03/2016 | | | М | 10,625 | А | \$0 | 22,992 | D | | |
| Common Stock | 06/03/2016 | | | F | 3,992 | D | \$ 24.94 | 19,000 | D | | |
| Common Stock | 06/06/2016 | | | S | 17,808 | D | \$ 24.9798 (1) | 1,192 | D | | |

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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.

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. Conversio or Exercis Price of Derivative Security | e | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transacti Code (Instr. 8) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|------------|---|---------------------------------------|-----|--------|--|--------------------|---|-------------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Un | S(0(2)) | 06/03/2016 | | М | | 6,250 | 06/03/2014 <u>(3)</u> | (3) | Common Stock | 6,250 |
| Restricted Stock Un | \$ 0 (2) | 06/03/2016 | | М | | 10,625 | 06/03/2015 <u>(4)</u> | (4) | Common Stock | 10,625 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|-------------|----------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| FAWCETT MATTHEW K 495 EAST JAVA DRIVE SUNNYVALE, CA 94089 | | | SVP, GC & S | ecretary | | | | |
| Signatures | | | | | | | | |
| By: Roberta S Cohen Attorney Fawcett | 06/07/2016 | | | | | | | |

**Signature of Reporting Person

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 \$24.905 to \$25.04. 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.

Date

- (2) Restricted stock units convert into common stock on a one-for-one basis.
- (3) On June 3, 2013, the reporting person was granted 25,000 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date, subject to continued service on each applicable vesting date.

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(4) On June 3, 2014, the reporting person was granted 42,500 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date, subject to continued service on each applicable vesting 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.