

FAWCETT MATTHEW K
Form 4
May 10, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FAWCETT MATTHEW K

2. Issuer Name and Ticker or Trading Symbol
NetApp, Inc. [NTAP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1395 CROSSMAN AVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, GC & Secretary

SUNNYVALE, CA 94089

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 (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)
			Code	V	Amount or Price		
Common Stock	11/30/2017		J ⁽¹⁾		528 A \$ 21.3095	2,645	D
Common Stock	05/08/2018		M		21,500 A \$ 53.22	24,145	D
Common Stock	05/08/2018		M		15,625 A \$ 37.64	39,770	D
Common Stock	05/08/2018		M		24,107 A \$ 36.59	63,877	D
Common Stock	05/08/2018		S ⁽²⁾		61,232 D \$ 70.006 ⁽³⁾	2,645	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 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)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 36.59	05/08/2018		M	24,107	(4) 06/02/2021	Common Stock	24,107
Non-Qualified Stock Option (right to buy)	\$ 37.64	05/08/2018		M	15,625	(4) 06/02/2020	Common Stock	15,625
Non-Qualified Stock Option (right to buy)	\$ 53.22	05/08/2018		M	21,500	(4) 05/31/2018	Common Stock	21,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAWCETT MATTHEW K 1395 CROSSMAN AVE SUNNYVALE, CA 94089			SVP, GC & Secretary	

Signatures

By: Roberta S Cohen Attorney-in-Fact For: Matthew K. Fawcett 05/10/2018

__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).
- (1) Shares acquired under the NetApp's 1999 Employee Stock Purchase Plan on November 30, 2017.

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- (2) The sale(s) reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 3, 2018.

The price in Column 4 is a weighted average price. The prices actually received ranged from \$70.00 to \$70.02. The reporting person will 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.

- (4) Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month anniversary of 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.

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