

FAWCETT MATTHEW K
Form 4
June 06, 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)

3. Date of Earliest Transaction (Month/Day/Year)
06/04/2018

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

1395 CROSSMAN AVE

(Street)

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

SUNNYVALE, CA 94089

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	06/04/2018		M	1,148 A \$ 36.59	55,856	D	
Common Stock	06/04/2018		S ⁽¹⁾	1,148 D \$ 70	54,708	D	
Common Stock	06/04/2018		S ⁽¹⁾	6,819 D \$ 69.9529	47,889	D	
Common Stock	06/04/2018		S ⁽¹⁾	5,700 D \$ 70.283	42,189	D	
Common Stock	06/05/2018		S ⁽¹⁾	2,521 D \$ 72.1756	39,668	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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(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 Underlying (Instr. 3 and 4)
					Date Exercisable	Expiration Date	Title
					Code V (A) (D)		
Non-Qualified Stock Option (right to buy)	\$ 36.59	06/04/2018		M	1,148	06/03/2015 ⁽⁴⁾ 06/02/2021	Common Stock
Restricted Stock Unit	\$ 0 ⁽⁵⁾	06/04/2018		A	12,000	06/01/2019 ⁽⁶⁾ 06/01/2025	Common Stock

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 06/06/2018

**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) 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.
- (2) The price in Column 4 is a weighted average price. The prices actually received ranged from \$69.44 to \$70.15. 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.
- (3) The price in Column 4 is a weighted average price. The prices actually received ranged from \$70.16 to \$70.46. 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.

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- (4) On June 3, 2014, the reporting person was granted 55,100 nonqualified stock options, subject to the option vesting monthly in equal installments over four years beginning on July 3, 2014, subject to continued service on each applicable vesting date.
- (5) Restricted stock units convert into common stock on a one-for-one basis.
- (6) On June 4, 2018, the reporting person was granted 12,000 restricted stock units, vesting in four equal annual installments beginning on June 1, 2019 and 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.

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