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F5 NETWORKS INC Form 4 March 06, 2002

FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[] CHECK THIS BOX IF NO
LONGER SUBJECT TO
SECTION 16. FORM 4
OR FORM 5 OBLIGATIONS
MAY CONTINUE. SEE
INSTRUCTION 1(b).

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(f) OF THE INVESTMENT COMPANY
ACT OF 1940

Reiter	М.		F5 NETWORKS, INC. (ffiv)							
(Last) (First) c/o F5 Networks, Inc. 401 Elliott Ave. West		(Middle)		NUMB PERS	ER OF REPOR	RTING	4. STATEMENT FOR MONTH/YEAR FEBRUARY 2002 5. IF AMENDMENT, DATE OF ORIGINAL (MONTH/YEAR)			
(Street) Seattle	WA	98119		(VOLUNTARY)						
(City)	(State)	(Zip)					(MONIA)	7.		
	TAB:	 LE I NON-DE	 GRIVA	 TIVE SEC	urities acç	 QUIRED, D	DISPOSED OF,	, OR BENEFIC		
		2. TRANS- ACTION DATE (Month/	3.	TRANS- ACTION CODE (Instr.	4. SECUP OR DI	RITIES ACISPOSED C	QUIRED (A) OF (D) and 5)	5. AMOUNT SECURIT BENEFIC OWNED A END OF		
		2. TRANS-ACTION DATE (Month/Day/	3. 	TRANS- ACTION CODE (Instr.	4. SECUE OR DI (Inst 8)	RITIES ACISPOSED C	QUIRED (A) OF (D) and 5)	5. AMOUNT SECURIT BENEFIC OWNED A		
(Instr. 3) Common Stock	CURITY	2. TRANS-ACTION DATE (Month/Day/Year)	3. Code	TRANS- ACTION CODE (Instr.	4. SECUE OR DI (Inst 8)	RITIES ACISPOSED Ctr. 3, 4 (A) or (D)	CQUIRED (A) OF (D) and 5) Price	5. AMOUNT SECURIT BENEFIC OWNED A END OF		
(Instr. 3) Common Stock	CURITY	2. TRANS-ACTION DATE (Month/Day/Year)	3. Code S	TRANS- ACTION CODE (Instr.	4. SECUE OR DI (Inst 8) Amount	RITIES ACISPOSED Cor. 3, 4 (A) or (D)	CQUIRED (A) OF (D) and 5) Price \$23.40	5. AMOUNT SECURIT BENEFIC OWNED A END OF		

Reminder: Report on a separate line for each class of securities beneficially owned directly or i *If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Potential persons who are to respond to the collection of information contained in this form are required to respond unless the form displays a currently valid OMB Number.

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(Print or Type Responses)

FORM 4 (CONTINUED)					RED, DISPOSED PTIONS, CONVE		
1. Title of Derivative 2 Security (Instr. 3)	2. Conver- sion or Exercise Price of Deriv- ative Security	3. Trans- action Date (Month/ Day/ Year)	action Code	3)	Number of Derivative Securities Acquired (A) or Disposed of (Instr. 3, 4, and 5)	cisa - Expi Date D) (Mon	ble and ration th/Day/
			Code V	(.	A) (D)	Date Exer- cisable	tion
Non-Qualified Stock Option (right to buy)	\$8.00	2/21/02	М		5,208		4/12/09
Derivative Securities Beneficially Owned at End	Ownership of Derivativ Security: Direct (D) or Indirect (Instr. 4)		11. Nature Indired Benefic Ownersh (Instr.	ct cial nip			
	D						

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Explanation of Responses:

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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FORM 29963

/s/ Joann Reit

**Signature of