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F5 NETWORKS INC Form 5 December 03, 2001

			OMB APP	
			OMB NUMBER: EXPIRES: DECE ESTIMATED AVERAGE HOURS PER RESPONS	
[] CHECK THIS BOX IF NO LONGER SUBJECT TO SECTION 16. FORM 4 OR FORM 5 OBLIGATIONS MAY CONTINUE. SEE INSTRUCTION 1(b)	WAS ANNUAL STATEMENT Filed pursuant t	CURITIES AND EXCHANGE COMMISS SHINGTON, D.C. 20549 OF CHANGES IN BENEFICIAL OWN CONSTRUCTION 16(a) of the Secure Exchange Act of 1934,	EION WERSHIP	
[] FORM 3 HOLDINGS REPORTED [X] FORM 4 TRANSACTIONS REPORTED	Section Holding Company	17(a) of the Public Utility Act of 1935 or Section 30(f) Investment Company Act of 1940	of	
GRINSTEIN, KEITH		2. Issuer Name and Ticker F5 NETWORKS, INC. (ffiv	7)	
(Last) (First) c/o F5 NETWORKS, INC. 401 ELLIOTT AVENUE WEST		3. IRS or Identification Number of Reporting Person, if an entity	4. Statement for Month/Year	
(Street) SEATTLE, WA 98119		(Voluntary)	. If Amendment, Date of Original (Month/Year)	
(City) (State)	(Zip)		7.	
	 ABLE I NON-DERIV	 ATIVE SECURITIES ACQUIRED, D	DISPOSED OF, OR BENEFICI	
TA				
1. Title of Security (Instr. 3)	2. Trans- 3 action Date (Month/	3. Transac- 4. Securities Action or Disposed of Code (Instr. 3, 4 (Instr. 8)	of (D) curitie	

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NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)	\$56.44	04/13/00	A4	5,000	04/13/10	
				(A) (D)	Date Expira Exer- tion cisable Date	
1. Title of Derivative Security (Instr. 3)	sion or Exercise	action Date	action Code	Derivative Securities A 3) quired (A) o	es Ac- Expiration A) or Date of (D) (Month/Day/	
FORM 5 (CONTINUED)					D OF, OR BENEFICIALI ERTIBLE SECURITIES)	
POTENTIAL PERSONS WHO ARE ARE NOT REQUIRED TO RESPO						
* If the form is filed by	y more than one	 e reporting p	erson, see	Instruction 4(b) (v).	

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	Owned at Endoof Year (Instr. 4)	d	or Indirect (Instr. 4)	(1)	(Instr.	4)
	5,000		D			
 Exj	 planation of					

/s/ K -----**Sig

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.

^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).