

NETEZZA CORP
Form 4
September 04, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Scannell Patrick J Jr

(Last) (First) (Middle)

C/O NETEZZA CORPORATION, 26 FOREST STREET

(Street)

MARLBOROUGH, MA 01752

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETEZZA CORP [NZ]

3. Date of Earliest Transaction (Month/Day/Year)
09/02/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CFO & Sr. Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	09/02/2008		M		21,541	A	\$ 2.5
Common Stock	09/02/2008		M		3,459	A	\$ 6.7
Common Stock	09/02/2008		S ⁽¹⁾		25,000	D	\$ 13.6194
Common Stock							0
Common Stock							37,750
						I	By The Scannell Family

Investment
Trust ⁽³⁾

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.

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 2.5	09/02/2008		M	21,541	⁽⁴⁾ 02/20/2016	Common Stock	21,541
Employee Stock Option (right to buy)	\$ 6.7	09/02/2008		M	3,459	⁽⁵⁾ 02/14/2017	Common Stock	3,459

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scannell Patrick J Jr C/O NETEZZA CORPORATION 26 FOREST STREET MARLBOROUGH, MA 01752			CFO & Sr. Vice President	

Signatures

/s/ Michael Crowley (as attorney-in-fact for Patrick J. Scannell, Jr.)

09/04/2008

**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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 27, 2007.

The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$13.51 to
(2) \$13.685 per share. The reporting person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

(3) The reporting person is a trustee and one of the indirect beneficiaries of The Scannell Family Investment Trust and disclaims beneficial ownership of the securities held by The Scannell Family Investment Trust except to the extent of his pecuniary interest therein.

Represents partial exercise of an option to purchase an aggregate of 150,000 shares granted by the issuer pursuant to its 2000 Stock
(4) Incentive Plan on February 20, 2006. This option is currently vested as to 75,000 shares and will vest as to an additional 7,500 shares on November 1, 2008 and at the end of each successive three-month period thereafter through and including February 1, 2011.

Represents partial exercise of an option to purchase an aggregate of 200,000 shares granted by the issuer pursuant to its 2000 Stock
(5) Incentive Plan on February 14, 2007. This option is currently vested as to 60,000 shares and will vest as to an additional 10,000 shares on November 1, 2008 and at the end of each successive three-month period thereafter through and including February 1, 2012.

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.