NELSON ZACHARY

Form 4

December 21, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * **NELSON ZACHARY**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(First)

(Middle)

NETSUITE INC [N]

(Check all applicable)

C/O NETSUITE INC., 2955

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director X_ Officer (give title

10% Owner Other (specify

12/19/2011

below) President & CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CAMPUS DRIVE, SUITE 100

(Street)

(State)

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

SAN MATEO, CA 94403

| • | | 1 au | ic 1 - 14011-1 | Jenvanve | Secu | rides Acquir | cu, Disposeu oi, | or beneficially | y Owned |
|--------------------------------|--------------------------------------|---|----------------|----------|------------------|--|---|-------------------|---------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | | 5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (I) (Instr. 4) | |
| Common Stock | 12/19/2011 | | M <u>(1)</u> | 5,000 | A | \$ 5 | 1,089,297 | D | |
| Common Stock | 12/19/2011 | | S(1) | 3,100 | D | \$ 43.7896 (2) | 1,086,197 | D | |
| Common Stock | 12/05/2011 | | S(1) | 1,600 | D | \$ 44.7594 (3) | 1,084,597 | D | |
| Common Stock | 12/05/2011 | | S <u>(1)</u> | 300 | D | \$ 45.47 (4) | 1,084,297 | D | |

Edgar Filing: NELSON ZACHARY - Form 4

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. Transactic Code (Instr. 8) | 5. Number on f 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) | |
|---|---|---|---|--|---|--|--------------------|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 5 | 12/19/2011 | | M <u>(1)</u> | 5,000 | <u>(5)</u> | 12/30/2015 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|-----------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| NELSON ZACHARY | | | | | | | |
| C/O NETSUITE INC. | \mathbf{v} | | President | | | | |
| 2955 CAMPUS DRIVE, SUITE 100 | X | | & CEO | | | | |
| SAN MATEO, CA 94403 | | | | | | | |

Signatures

/s/ Adriana Botto, by power of attorney 12/21/2011

**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 transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 15, 2011 and amended on December 14, 2011.
- (2) The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$43.32 to \$44.31 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide

Reporting Owners 2

Edgar Filing: NELSON ZACHARY - Form 4

full information regarding the number of shares sold at each separate price.

- The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$44.32 to

 (3) \$45.22 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$45.45 to
- (4) \$45.50 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- One-ninety-sixth (1/96th) of the original shares underlying this option vested on January 30, 2005 and remainder vest in equal monthly installments over the 95 months thereafter.

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.