#### **NELSON ZACHARY**

Form 4 April 20, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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January 31, 2005

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**OMB APPROVAL** 

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Check this box

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 See Instruction

1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * NELSON ZACHARY			2. Issuer Name <b>and</b> Ticker or Trading Symbol NETSUITE INC [N]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	X Director 10% Owner		
C/O NETSUITE INC., 2955 CAMPUS DRIVE, SUITE 100			04/19/2012	X Officer (give title Other (specify below)		
				President & CEO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
				_X_ Form filed by One Reporting Person		
SAN MATEO, CA 94403				Form filed by More than One Reporting		

(City)	(State)	(Zip) Tal	ble I - Non-	Derivative S	Securi	ities Acquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securitie onDisposed o (Instr. 3, 4	f (D)	uired (A) or	5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	04/19/2012		M <u>(1)</u>	19,783	A	\$ 1.4	1,097,844	D	
Common Stock	04/19/2012		M <u>(1)</u>	114,507	A	\$ 1.5	1,212,351	D	
Common Stock	04/19/2012		M <u>(1)</u>	18,125	A	\$ 5	1,230,476	D	
Common Stock	04/19/2012		M(1)	35,283	A	\$ 12.4	1,265,759	D	
Common Stock	04/19/2012		S <u>(1)</u>	112,166	D	\$ 48.2808 (2)	1,153,593	D	

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Common Stock 04/19/2012  $S_{\underline{(1)}}$  75,532 D 848.946 1,078,061 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	Secu Acqu Disp	umber of vative rities uired (A) or osed of (D) r. 3, 4, and	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 Number Shares
Employee Stock Option (right to buy)	\$ 1.4	04/19/2012		M <u>(1)</u>		19,783	<u>(4)</u>	02/26/2013	Common Stock	19,783
Employee Stock Option (right to buy)	\$ 1.5	04/19/2012		M <u>(1)</u>		114,507	<u>(4)</u>	01/28/2014	Common Stock	114,50
Employee Stock Option (right to buy)	\$ 5	04/19/2012		M <u>(1)</u>		18,125	<u>(5)</u>	12/30/2015	Common Stock	18,12
Employee Stock Option (right to buy)	\$ 12.4	04/19/2012		M <u>(1)</u>		35,283	<u>(4)</u>	06/28/2017	Common Stock	35,283

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

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NELSON ZACHARY C/O NETSUITE INC. 2955 CAMPUS DRIVE, SUITE 100 SAN MATEO, CA 94403

X President & CEO

## **Signatures**

/s/ Adriana Botto, by power of attorney

04/20/2012

\*\*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 December 15, 2011, as amended March 15, 2012.
- The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$47.66 to

  (2) \$48.65 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 \$48.66 to (3) \$49.46 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.
- (4) This option is fully vested.
- One-ninety-sixth (1/96th) of the original shares underlying this option vested on January 30, 2005 and the 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.

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