

NetApp, Inc.
Form 4
June 05, 2013

FORM 4

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

OMB APPROVAL

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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 *
WARMENHOVEN DANIEL J

(Last) (First) (Middle)
495 EAST JAVA DRIVE

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NetApp, Inc. [NTAP]

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2013

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)
Executive Chairman

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/01/2013 | | M | | 4,175 | A | \$ 0 |
| Common Stock | 06/01/2013 | | M | | 5,000 | A | \$ 0 |
| Common Stock | 06/01/2013 | | M | | 4,325 | A | \$ 0 |
| Common Stock | 06/01/2013 | | F | | 2,178 | D | \$ 37.53 |
| Common Stock | 06/01/2013 | | F | | 2,609 | D | \$ 37.53 |
| | | | | | | | 62,466 |
| | | | | | | | 67,466 |
| | | | | | | | 71,791 |
| | | | | | | | 69,613 |
| | | | | | | | 67,004 |

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| | | | | | | | | |
|--------------|------------|------------------|--------|---|------------|-----------------------|---|---------------------------------|
| Common Stock | 06/01/2013 | F | 2,256 | D | \$ 37.53 | 64,748 | D | |
| Common Stock | 06/03/2013 | M ⁽¹⁾ | 18,425 | A | \$ 19.22 | 83,173 | D | |
| Common Stock | 06/03/2013 | S ⁽¹⁾ | 18,425 | D | \$ 37.5768 | 64,748 ⁽²⁾ | D | |
| Common Stock | | | | | | 170,000 | I | by Lmtd Ptnrshp2 ⁽³⁾ |
| Common Stock | | | | | | 1,969,231 | I | by Trust |
| Common Stock | | | | | | 38,032 | I | by Trust2 ⁽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.

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(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 Underlying Security (Instr. 3 and 4) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 19.22 | 06/03/2013 | | M ⁽¹⁾ | 18,425 | ⁽⁵⁾ | 06/16/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 37.64 | 06/03/2013 | | A | 60,000 | ⁽⁶⁾ | 06/02/2020 | Common Stock |
| Restricted Stock Unit | \$ 0 | 06/01/2013 | | M | 4,175 | ⁽⁷⁾ | ⁽⁷⁾ | Common Stock |
| Restricted Stock Unit | \$ 0 | 06/01/2013 | | M | 5,000 | ⁽⁷⁾ | ⁽⁷⁾ | Common Stock |
| Restricted Stock Unit | \$ 0 | 06/01/2013 | | M | 4,325 | ⁽⁷⁾ | ⁽⁷⁾ | Common Stock |
| | \$ 0 | 06/03/2013 | | A | 20,000 | ⁽⁷⁾ | ⁽⁷⁾ | |

Restricted
Stock Unit

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WARMENHOVEN DANIEL J 495 EAST JAVA DRIVE SUNNYVALE, CA 94089 | X | | Executive Chairman | |

Signatures

By: Haleh Carrillo, Attorney-in-Fact For: Daniel J.
Warmenhoven

06/05/2013

__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 transaction(s) reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Non-Derivative Securities Beneficially Owned includes shares acquired under NetApp Employee Stock Purchase Plan on May 31, 2013.
Shares held by Warmenhoven Ventures LP, a limited partnership of which the Warmenhoven Management Trust is the general partner, of which the reporting person and his wife are the trustees. Reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3) Shares held in trust by Richard A. Andre, trustee to The Daniel J. Warmenhoven 1991 Children's Trust. Reporting person disclaims beneficial ownership of such shares.
- (4) Option vests with respect to 25% of the option shares on the first anniversary of the grant date and the balance in a series of equal monthly installments over the next 36 months of service thereafter.
- (5) Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month anniversary of the grant date.
- (6) The restricted stock unit shares vest as to 25% of the shares on the one-year anniversary of the grant date, and 25% of the shares on each annual anniversary thereafter for the next 3 years.

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.