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F5 NETWORKS INC
 Form 4
 February 07, 2002

 FORM 4

 OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

// Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 (Print or Type Responses)

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(f) of the Investment Company Act of 1940

| | | | | | |
|---|---------|----------|--|--|------|
| 1. Name and Address of Reporting Person | | | 2. Issuer Name and Ticker or Trading Symbol | | 6. R |
| Goldman Steven | | | F5 Networks, Inc. (ffiv) | | I |
| (Last) | (First) | (Middle) | 3. IRS or Social Security Number of Reporting Person (Voluntary) | 4. Statement for Month/Year | |
| c/o F5 Networks, Inc. | | | | January 2002 | |
| 401 Elliott Avenue West | | | | | |
| (Street) | | | | 5. If Amendment, Date of Original (Month/Year) | |

| | | |
|----------|---------|-------|
| Seattle, | WA | 98119 |
| (City) | (State) | (Zip) |

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED, OR TRANSFERRED

| 1. Title of Security (Instr. 3) | 2. Transaction Date (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 (Instr. 3, 4 and 5) |
|---------------------------------|--------------------------------------|--------------------------------|---|---|
| | | Code | Amount (A) or Price (D) | Price (D) |
| COMMON STOCK | 01/28/02 | S | 15,000 | AVG. PRICE OF 159,360 |

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\$20.21

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
*If the form is filed by more than one reporting person, see Instruction 4(b) (v).
Potential persons who are to respond to the collection of information contained in this form are required to respond unless the form displays a currently valid OMB control number.

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAIALLY 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) | 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. |
|---|--|---|-----------------------------------|--|---|----|
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| 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--|
|--|--|--|

Explanation of Responses:

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

/s/

**Si

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.