WARMENHOVEN DANIEL J

Form 4 June 27, 2008

FORM 4

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

OMB Number:

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations

may continue.

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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)

| 1. Name and Address of Reporting Person * WARMENHOVEN DANIEL J | | | 2. Issuer Name and Ticker or Trading Symbol NetApp, Inc. [NTAP] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|--|-------------|----------|---|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Check an applicable) | | |
| 495 EAST JAVA DRIVE | | | (Month/Day/Year) 06/26/2008 | Director 10% OwnerX Officer (give title Other (specify below) Chief Executive Officer | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| SUNNYVALI | E, CA 94089 |) | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| | | Tabl | ic 1 - 14011-1 | Jerranive | Secui | nies Acqu | ii cu, Disposcu oi | , or beneficial | y Owned |
|--------------------------------------|---|---|---|-----------|------------------|--------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | d of (D) | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 06/26/2008 | | M | 5,202 | A | | 3,188,134 | I | by Trust |
| Common Stock | 06/26/2008 | | M | 6,364 | A | \$ 15.711 | 3,194,498 | I | by Trust |
| Common Stock | 06/26/2008 | | M | 6,527 | A | \$ 15.32 | 3,201,025 | I | by Trust |
| Common Stock | 06/26/2008 | | M | 4,960 | A | \$ 20.16 | 3,205,985 | I | by Trust |
| Common Stock | | | | | | | 46,739 | D | |

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| Common Stock | | | | | | 970,000 | I | by Lmto Ptnrshp | |
|---|---|---|---|--|---|--|--------------------|---|--|
| Common Stock | | | | | | 81,462 | I | by Trus | t2 |
| Reminder: Ro | eport on a sepa | arate line for each clas | ss of securities benefi | Person informa require | s who responation contained to respond s a currently | nd to the col ed in this fo unless the | rm are not form | SEC 1474 (9-02) | |
| | | | tive Securities Acquuts, calls, warrants, | | | | ned | | |
| 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 Exer Expiration D (Month/Day/ | ate | 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 |
| Incentive Stock Option (right to buy) | \$ 15.32 | 06/26/2008 | | M | 6,527 | <u>(4)</u> | 02/06/2012 | Common Stock | 6,527 |
| Incentive Stock Option | \$ 15.711 | 06/26/2008 | | M | 6,364 | <u>(5)</u> | 05/08/2013 | Common Stock | 6,364 |

M

M

(right to buy)

Incentive Stock

\$ 19.22

\$ 20.16

06/26/2008

06/26/2008

Option

(right to buy)

Incentive Stock

Option

(right to buy)

5,202

4,960

Stock

Common

Stock

Common

Stock

(4)

(4)

5,202

4,960

06/16/2014

04/25/2011

Do Se (In

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WARMENHOVEN DANIEL J 495 EAST JAVA DRIVE SUNNYVALE, CA 94089

Chief Executive Officer

Signatures

By: Janice Mahoney by Power of Attorney For: Daniel J. Warmenhoven

06/27/2008

**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) Shares held in trust by Daniel J. Warmenhoven & Charmaine A. Warmenhoven, trustees to The Warmenhoven 1987 Revocable Trust UTA dated 12/16/87, as amended.
- Shares held by Warmenhoven Ventures LP, a limited partnership of which the Warmenhoven Management Trust is the general partner, of (2) 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.
- 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.
- Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month annniversary of the grant date.

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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