

NetApp, Inc.
Form 4
June 27, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WALL ROBERT T

(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)
06/26/2014

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)

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)
Common Stock	06/26/2014		M	5,000	A \$ 18.36	115,571	D
Common Stock	06/26/2014		S	5,000	D \$ 35.7995 (1)	110,571	D
Common Stock	06/26/2014		M	20,000	A \$ 25.08	130,571	D
Common Stock	06/26/2014		S	20,000	D \$ 35.7995 (1)	110,571	D
Common Stock	06/26/2014		M	20,000	A \$ 27.02	130,571	D

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Stock

Common Stock	06/26/2014	S	20,000	D	\$ <u>(1)</u> 35.7995	110,571	D
Common Stock	06/26/2014	M	15,000	A	\$ 23.73	125,571	D
Common Stock	06/26/2014	S	15,000	D	\$ <u>(1)</u> 35.7995	110,571	D
Common Stock	06/26/2014	S	20,000	D	\$ <u>(1)</u> 35.7995	90,571	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)	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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 18.36	06/26/2014		M	5,000	<u>(2)</u> 04/22/2016	Common Stock 5,000
Non-Qualified Stock Option (right to buy)	\$ 23.73	06/26/2014		M	15,000	<u>(2)</u> 08/30/2015	Common Stock 15,000
Non-Qualified Stock Option (right to buy)	\$ 25.08	06/26/2014		M	20,000	<u>(2)</u> 09/01/2015	Common Stock 20,000
Non-Qualified Stock Option (right to buy)	\$ 27.02	06/26/2014		M	20,000	<u>(2)</u> 09/18/2014	Common Stock 20,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WALL ROBERT T 495 EAST JAVA DRIVE SUNNYVALE, CA 94089	X

Signatures

By: Roberta Cohen, Attorney-in-Fact For:
Robert Wall

06/27/2014

____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).

The price in Column 4 is a weighted average. The prices actually received ranged from \$35.59 to \$35.925. The reporting person will

(1) provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(2) Option is immediately exercisable, but any shares purchased under the option will be subject to repurchase by the Company at the option exercise price paid per share, upon the Optionee's cessation of Board service prior to vesting in those shares. The shares will vest upon the Optionee's continuation in Board service through the day immediately preceding the next Annual Stockholders Meeting following 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.

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