NetApp, Inc. Form 4 August 26, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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 * ALLEN JEFFRY R

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol NetApp, Inc. [NTAP]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

08/22/2013

_X__ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SUNNYVALE, CA 94089

495 EAST JAVA DRIVE

(City)	(State)	(Zip) Tak	ole I - Non-	-Derivative	Secu	rities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	omr Dispos (Instr. 3,	sed of	` ′	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	08/22/2013		M	55,000	A	\$ 29.24	55,000	D	
Common Stock	08/22/2013		S	55,000	D	\$ 41.7772 <u>(1)</u>	0	D	
Common Stock	08/22/2013		M	5,000	A	\$ 27.02	5,000	D	
Common Stock	08/22/2013		S	5,000	D	\$ 41.7772 (1)	0	D	
Common	08/22/2013		M	5,000	A	\$ 23.73	5,000	D	

Stock

Common Stock	08/22/2013	S	5,000	D	\$ 41.7772 <u>(1)</u>	0	D	
Common Stock	08/22/2013	M	20,000	A	\$ 27.02	20,000	D	
Common Stock	08/22/2013	S	20,000	D	\$ 41.7772 <u>(1)</u>	0	D	
Common Stock						28,332	I	by Trust

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 23.73	08/22/2013		M	5,000	(3)	08/30/2015	Common Stock	5,0
Non-Qualified Stock Option (right to buy)	\$ 27.02	08/22/2013		M	5,000	(3)	09/18/2014	Common Stock	5,0
Non-Qualified Stock Option (right to buy)	\$ 27.02	08/22/2013		M	20,000	(3)	09/18/2014	Common Stock	20,0
Non-Qualified Stock Option (right to buy)	\$ 29.24	08/22/2013		M	55,000	<u>(4)</u>	05/31/2015	Common Stock	55,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ALLEN JEFFRY R
495 EAST JAVA DRIVE X
SUNNYVALE, CA 94089

Signatures

By: Haleh Carrillo, Attorney-in-Fact For: Jeffry Allen

08/26/2013

**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) Sale prices for the reported transactions were in a range of \$41.48 to \$41.88 per share.
- (2) Shares held in trust by Jeffry R. Allen and Teri Allen, as Trustees of the Jeffry and Teri Allen Revocable Trust dated 1/29/2002
- 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
- Optionee's continuation in Board service through the day immediately preceding the next Annual Stockholders Meeting following the grant date.
- 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.

Reporting Owners 3