

NetApp, Inc.
Form 4
August 21, 2014

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 *
EARHART ALAN L

(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)
08/19/2014

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/19/2014		M		10,000	A	\$ 29.5
							18,999
Common Stock	08/19/2014		S		10,000	D	\$ 40.9444
							8,999
Common Stock	08/19/2014		M		5,000	A	\$ 29.5
							13,999
Common Stock	08/19/2014		S		5,000	D	\$ 40.9444
							8,999
Common Stock	08/19/2014		M		8,500	A	\$ 34.52
							17,499

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Stock

Common Stock	08/19/2014	S	8,500	D	\$ 40.9444 <u>(1)</u>	8,999	D
Common Stock	08/19/2014	M	3,000	A	\$ 34.52	11,999	D
Common Stock	08/19/2014	S	3,000	D	\$ 40.9444 <u>(1)</u>	8,999	D

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 Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 29.5	08/19/2014		M	10,000	<u>(2)</u> 10/13/2016	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 29.5	08/19/2014		M	5,000	<u>(2)</u> 10/13/2016	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 34.52	08/19/2014		M	8,500	<u>(2)</u> 08/30/2019	Common Stock	8,500
Non-Qualified Stock Option (right to buy)	\$ 34.52	08/19/2014		M	3,000	<u>(2)</u> 08/30/2019	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

EARHART ALAN L
495 EAST JAVA DRIVE X
SUNNYVALE, CA 94089

Signatures

By: Roberta S Cohen Attorney-in-Fact For: Alan L. Earhart 08/21/2014

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).
- (1) The price in Column 4 is a weighted average price. The prices actually received ranged from \$40.93 to \$41.00. The reporting person will 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) The 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 reporting person's cessation of Board service prior to vesting in those shares. The shares will vest upon the reporting person'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. 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.