NetApp, Inc. Form 4 September 16, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ALLEN JEFFRY R

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

NetApp, Inc. [NTAP]

(Check all applicable)

(First) (Middle) 3. Date of Earliest Transaction (Last)

(Month/Day/Year) 09/14/2016

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

495 EAST JAVA DRIVE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

I

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SUNNYVALE, CA 94089

(City)

1.Title of

Security

(Instr. 3)

(State) (Zip) 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common 09/14/2016 Stock

\$0 M 7,916

14,566

by Trust (2)

(Instr. 4)

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transac Code (Instr. 8	Section Section Acquired Disp	fumber of ivative urities quired (A) or posed of (D) tr. 3, 4, and	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	V (A	A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 (1)	09/14/2016		M		7,91	5 (3)	<u>(3)</u>	Common Stock	7,916
Restricted Stock Unit	\$ 0 (1)	09/15/2016		A	7,1	.32	<u>(4)</u>	<u>(4)</u>	Common Stock	7,132

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
ALLEN JEFFRY R 495 EAST JAVA DRIVE SUNNYVALE, CA 94089	X						

Signatures

By: Roberta S. Cohen Attorney-in-Fact For: Jeffry R.
Allen
09/16/2016

**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) Restricted stock units convert into common stock on a one-for-one basis.
- (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
- On September 11, 2015, the reporting person was granted 7,916 restricted stock units which vest on the day immediately preceding the date of the next Annual Stockholders Meeting of the Company following the Grant Date, subject to the Participant's continuous service on the Board through such date.
- On September 15, 2016, the reporting person was granted 7,132 restricted stock units which vest on the day immediately preceding the (4) date of the next Annual Stockholders Meeting of the Company following the Grant Date, subject to the Participant's continuous service on the Board through such 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. iv>

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