

DEMARINES VICTOR  
Form 4  
September 10, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**DEMARINES VICTOR**

2. Issuer Name and Ticker or Trading Symbol  
**NETSCOUT SYSTEMS INC [NTCT]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
**C/O NETSCOUT SYSTEMS, INC., 310 LITTLETON ROAD**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**09/06/2012**

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

**WESTFORD, MA 01886**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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**

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 Price			
Common Stock	09/06/2012		M <sup>(1)</sup>	10,000 A <sub>(1)</sub> \$ 7.08	31,168	D	
Common Stock	09/06/2012		M <sup>(1)</sup>	10,000 A <sub>(1)</sub> \$ 5.67	41,168	D	
Common Stock	09/06/2012		S <sup>(1)</sup>	20,000 D <sub>(1)</sub> \$ 25.3747	21,168	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**

SEC 1474 (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)

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 Securities (Instr. 3 and 4)			
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Stock Options (Right to Buy)	\$ 7.08	09/06/2012		M <sup>(1)</sup>	10,000	09/15/2004	06/15/2014	Common Stock	10,000	
Stock Options (Right to Buy)	\$ 5.67	09/06/2012		M <sup>(1)</sup>	10,000	09/15/2005	09/15/2014	Common Stock	10,000	

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

DEMARINES VICTOR  
C/O NETSCOUT SYSTEMS, INC.  
310 LITTLETON ROAD  
WESTFORD, MA 01886

X

## Signatures

/s/ Deborah Asinas,  
Attorney-in-Fact

09/10/2012

\*\*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) Option was exercised and related Common stock was sold.

(2) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share; the actual sales price per share ranged from \$25.22 to \$25.50.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: DEMARINES VICTOR - Form 4

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