NetApp, Inc. Form 4 August 05, 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 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)

(Last)

(City)

1. Name and Address of Reporting Person \* WARMENHOVEN DANIEL J

> (First) (Middle)

495 EAST JAVA DRIVE

(Street)

SUNNYVALE, CA 94089

(State)

(Zip)

2. Issuer Name and Ticker or Trading

Symbol NetApp, Inc. [NTAP]

3. Date of Earliest Transaction

(Month/Day/Year) 08/01/2013

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB** 

Number:

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**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify below)

**Executive Chairman** 

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

<b>Table I - Non-Derivative</b>	Securities Acquired.	Disposed of, or	Beneficially Owned

						•	, <b>1</b>	,	·
1.Title of	2. Transaction Date		3.	4. Securit		•	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if		Transaction(A) or Disposed of (D)			Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and 3	5)	Beneficially	Form: Direct	
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(A)		Reported	(Instr. 4)	
					or		Transaction(s)		
			Code V	Amount		Price	(Instr. 3 and 4)		
Common					. ,	\$			
	08/01/2013		$\mathbf{M}_{\underline{(1)}}$	18,425	A	19.22	83,173	D	
Stock						19.22			
Common			745			\$			
Stock	08/01/2013		S(1)	18,425	D	41.21	64,748	D	
Stock						41,21			
Common			(1)			\$			
Stock	08/01/2013		$M_{\underline{(1)}}$	23,333	A	30.74	88,081	D	
Stock						30.74			
Common	00/01/2012		<b>G</b> (1)	22.222	ъ	\$	64.740	ъ	
Stock	08/01/2013		S(1)	23,333	D	41.21	64,748	D	
Stock						11.21			
C									by Lmtd
Common							170,000	I	Ptnrshp2
Stock							1,0,000	-	(2)
									<u>~</u>

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Common Stock	1,956,231	I	by Trust
Common Stock	38,032	I	by Trust2

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

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# 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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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)	\$ 19.22	08/01/2013		M <u>(1)</u>	18,425	<u>(5)</u>	06/16/2014	Common Stock	18,4
Non-Qualified Stock Option (right to buy)	\$ 30.74	08/01/2013		M <u>(1)</u>	23,333	<u>(6)</u>	05/31/2014	Common Stock	23,3

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting 6 wher runner runners	Director	10% Owner	Officer	Other			
WARMENHOVEN DANIEL J 495 EAST JAVA DRIVE SUNNYVALE, CA 94089	X		Executive Chairman				

## **Signatures**

By: Haleh Carrillo, Attorney-in-Fact For: Daniel J.

Warmenhoven 08/05/2013

\*\*Signature of Reporting Person Date

Reporting Owners 2

### **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 transaction(s) reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- Shares held by Warmenhoven Ventures LP, a limited partnership of which the Warmenhoven Management Trust is the general partner, of which the reporting person and his wife are the trustees. Reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3) Shares held in trust by Daniel J. Warmenhoven & Charmaine A. Warmenhoven, trustees to The Warmenhoven 1987 Revocable Trust UTA dated 12/16/87, as amended.
- (4) Shares held in trust by Richard A. Andre, trustee to The Daniel J. Warmenhoven 1991 Children's Trust. Reporting person disclaims beneficial ownership of such shares.
- Option vests with respect to 25% of the option shares on the first anniversary of the grant date and the balance in a series of equal monthly installments over the next 36 months of service thereafter.
- 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.