WARMENHOVEN DANIEL J

Form 4 April 20, 2009

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Section 16.

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per

response...

Form 4 or Form 5 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).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * WARMENHOVEN DANIEL J			2. Issuer Name and Ticker or Trading Symbol NetApp, Inc. [NTAP]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
495 EAST JAVA DRIVE			04/16/2009	X Officer (give title Other (specify below)		
				Chief Executive Officer		
	(Street)		4. If Amendment, Date Original 6. Individual or Joint/Group			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
SUNNYVALE, CA 94089						

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) or 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionDisposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Code Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common by Trust $M^{(1)}$ 04/16/2009 350,000 A \$ 11.25 2,409,985 Ι (2) Stock \$ Common by Trust 04/16/2009 $S^{(1)}$ 200,000 17.7104 Ι D 2,209,985 Stock (2) (3) Common by Trust $S^{(1)}$ 04/16/2009 157,816 D \$ 18.1 2,052,169 Ι (2) Stock Common 46,739 D Stock by Lmtd Common 970,000 Ι

Ptnrshp2

Common 78,962 I by Trust2 (5)

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.

SEC 1474

(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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Pate	7. Title and A Underlying S (Instr. 3 and A	Secui
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Non-Qualified Stock Option (right to buy)	\$ 11.25	04/16/2009		M <u>(1)</u>	350,000	<u>(6)</u>	05/24/2009	Common Stock	35

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

WARMENHOVEN DANIEL J

495 EAST JAVA DRIVE SUNNYVALE, CA 94089

Chief Executive Officer

Signatures

By: Janice Mahoney by Power of Attorney For: Daniel J.

Warmenhoven

04/20/2009

**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 option exercise(s) and sale(s) reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 18, 2009.
- (2) 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.

Reporting Owners 2

Edgar Filing: WARMENHOVEN DANIEL J - Form 4

- The price in Column 4 is a weighted average price. The prices actually received ranged from \$17.60 to \$17.77. For all transactions (3) reported in this Form 4 utilizing a weighted average price, the reporting person wil 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.
- Shares held by Warmenhoven Ventures LP, a limited partnership of which the Warmenhoven Management Trust is the general partner, of (4) 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.
- (5) 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.

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.