

Kryder Andrew
Form 4
June 22, 2010

FORM 4

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

OMB APPROVAL

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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 *
Kryder Andrew

(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)
06/19/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Senior VP, General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	06/19/2010		M	3,333 A \$ 0	20,189	D	
Common Stock	06/19/2010		M	70 A \$ 0	20,259	D	
Common Stock	06/19/2010		M	1,265 A \$ 0	21,524	D	
Common Stock	06/19/2010		M	429 A \$ 0	21,953	D	
Common Stock	06/19/2010		M	2,143 A \$ 0	24,096	D	

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Common Stock	06/19/2010	M	1,459	A	\$ 0	25,555	D
Common Stock	06/19/2010	F	32	D	\$ 41.22	25,523	D
Common Stock	06/19/2010	F	200	D	\$ 41.22	25,323	D
Common Stock	06/19/2010	F	1,000	D	\$ 41.22	24,323	D
Common Stock	06/19/2010	F	681	D	\$ 41.22	23,642	D
Common Stock	06/19/2010	F	1,555	D	\$ 41.22	22,087	D
Common Stock	06/19/2010	F	590	D	\$ 41.22	21,497	D

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 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)	8. Amount or Number of Shares
Restricted Stock Unit	\$ 0	06/19/2010		M	3,333	<u>(1)</u> 06/19/2011	Common Stock	3,333
Restricted Stock Unit	\$ 0	06/19/2010		M	429	<u>(2)</u> 06/19/2011	Common Stock	429
Restricted Stock Unit	\$ 0	06/19/2010		M	70	<u>(3)</u> 06/19/2012	Common Stock	70
Restricted Stock Unit	\$ 0	06/19/2010		M	1,265	<u>(3)</u> 06/19/2012	Common Stock	1,265
	\$ 0	06/19/2010		M	2,143	<u>(2)</u> 06/19/2013		2,143

Restricted Stock Unit								Common Stock	
Restricted Stock Unit	\$ 0	06/19/2010		M	1,459	<u>(2)</u>	06/19/2013	Common Stock	1,459

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kryder Andrew 495 EAST JAVA DRIVE SUNNYVALE, CA 94089			Senior VP, General Counsel	

Signatures

By: Janice Mahoney by Power of Attorney For: Andrew
Kryder

06/22/2010

__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 restricted stock unit shares vest as to 50% of the shares on the one-year anniversary of the grant date, and 50% of the shares on second annual anniversary of the grant date.
- (2) The restricted stock unit shares vest as to 25% of the shares on the one-year anniversary of the grant date, and 25% of the shares on each annual anniversary thereafter for the next 3 years.
- (3) The restricted stock unit shares vest as to one-third of the shares on the one-year anniversary of the grant date; and one-third of the shares on each of the second and third annual anniversary 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.