Goel Manish Form 4 February 21, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Goel Manish			2. Issuer Name and Ticker or Trading Symbol NetApp, Inc. [NTAP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
495 EAST JAVA DRIVE			02/17/2013	_X_ Officer (give title Other (specify below)		
				Exec VP of Product Operations		
(Street)			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		
SUNNYVALE, CA 94089				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (` ′	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)
Common Stock	02/17/2013		M	2,500	A	\$ 0	2,500	D	
Common Stock	02/17/2013		F	1,013 (1)	D	\$ 36.55	1,487	D	
Common Stock	02/19/2013		M	6,875	A	\$ 15.59	8,362	D	
Common Stock	02/19/2013		S	6,875	D	\$ 36.4581 (2)	1,487	D	
Common Stock	02/19/2013		M	12,500	A	\$ 20.69	13,987	D	

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Common Stock S 12,500 D \$ 36.4581 1,487 D

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and 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)	\$ 15.59	02/19/2013		M	6,875	(3)	02/16/2016	Common Stock	6,8
Non-Qualified Stock Option (right to buy)	\$ 20.69	02/19/2013		M	12,500	<u>(4)</u>	05/31/2016	Common Stock	12,5
Restricted Stock Unit	\$ 0	02/17/2013		M	2,500	(5)	02/17/2013	Common Stock	2,5

Reporting Owners

Reporting Owner Name / Address
Director 10% Owner Officer Other

Goel Manish

495 EAST JAVA DRIVE Exec VP of Product Operations SUNNYVALE, CA 94089

Signatures

By: Haleh Carrillo, Attorney-in-Fact for For: Manish Goel 02/21/2013

**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) These shares were retained by the Company in order to meet the tax withholding obligations of the reporting person in connection with the vesting of an installment of the restricted stock units.
- The price in Column 4 is a weighted average price. The sale prices ranged from \$36.45 to \$36.49 per share. The reporting person will 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.
- (3) 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.
- (4) Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month annniversary of the grant date.
- (5) 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.

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.