

NetApp, Inc.  
Form 4  
December 09, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
**HELD GERALD**

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 (Month/Day/Year)  
**12/07/2016**

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

**495 EAST JAVA DRIVE**

(Street)

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

**SUNNYVALE, CA 94089**

(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	12/07/2016		M		5,000	A \$ 33.83	5,259	D
Common Stock	12/07/2016		S		400	D \$ 36.12	4,859	D
Common Stock	12/07/2016		S		4,600	D \$ 36.11	259	D
Common Stock	12/08/2016		M		5,000	A \$ 33.83	5,259	D
Common Stock	12/08/2016		S		5,000	D \$ 36.5	259	D
	12/08/2016		M		10,000	A \$ 33.83	10,259	D

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Common  
Stock

Common Stock	12/08/2016	S	10,000	D	\$ 36.6044	259	D
					<u>(1)</u>		

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 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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 33.83	12/07/2016		M	5,000	<u>(2)</u> 12/16/2016	Common Stock	5,000	
Non-Qualified Stock Option (right to buy)	\$ 33.83	12/08/2016		M	5,000	<u>(2)</u> 12/16/2016	Common Stock	5,000	
Non-Qualified Stock Option (right to buy)	\$ 33.83	12/08/2016		M	10,000	<u>(2)</u> 12/16/2016	Common Stock	10,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HELD GERALD 495 EAST JAVA DRIVE SUNNYVALE, CA 94089		X		

## Signatures

By: Roberta S. Cohen Attorney-in-Fact For: Gerald  
Held

12/09/2016

\_\_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 price in Column 4 is a weighted average price. The prices actually received ranged from \$36.60 to \$36.64. 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.

(2) The option shares are immediately exercisable as of the grant date and shall initially be unvested and subject to repurchase by the corporation at the exercise price per share. The reporting person shall acquire a vested interest in the option shares, and the corporation's repurchase right shall accordingly lapse, with respect to 12,500 shares upon the completion of one year of service as a member of the corporation's Board of Directors measured from the grant date; and the balance of the shares in a series of three successive equal annual installments upon the completion of each year of Board service over the three-year period measured from the first 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.