

NELSON ZACHARY
Form 4
December 21, 2012

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 *
NELSON ZACHARY

(Last) (First) (Middle)

C/O NETSUITE INC., 2955
CAMPUS DRIVE, SUITE 100

(Street)

SAN MATEO, CA 94403

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETSUITE INC [N]

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/19/2012		M ⁽¹⁾		15,000 A \$ 10.62	985,279	D
Common Stock	12/19/2012		S ⁽¹⁾		6,650 D \$ 66.838 ⁽²⁾	978,629	D
Common Stock	12/19/2012		S ⁽¹⁾		13,350 D \$ 67.4619 ⁽²⁾	965,279	D
Common Stock	12/20/2012		M ⁽¹⁾		15,000 A \$ 10.62	980,279	D
Common Stock	12/20/2012		S ⁽¹⁾		15,000 D \$ 67.0823	965,279	D

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						<u>(3)</u>	
Common Stock	12/21/2012		<u>M</u> ⁽¹⁾	15,000	A	\$ 10.62	980,279 D
Common Stock	12/21/2012		<u>S</u> ⁽¹⁾	4,841	D	\$ 66.8188	975,438 D
Common Stock	12/21/2012		<u>S</u> ⁽¹⁾	10,159	D	\$ 67.1021	965,279 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 10.62	12/19/2012		<u>M</u> ⁽¹⁾	15,000	<u>(5)</u>	08/19/2018	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 10.62	12/20/2012		<u>M</u> ⁽¹⁾	15,000	<u>(5)</u>	08/19/2018	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 10.62	12/21/2012		<u>M</u> ⁽¹⁾	15,000	<u>(5)</u>	08/19/2018	Common Stock	15,000

