

NELSON ZACHARY
Form 4
December 28, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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)
12/26/2012

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	Price	
Common Stock	12/26/2012		M ⁽¹⁾		12,375	A \$ 10.62	977,654 D
Common Stock	12/26/2012		M ⁽¹⁾		2,625	A \$ 12.4	980,279 D
Common Stock	12/26/2012		S ⁽¹⁾		11,199	D \$ 66.1559	969,080 D
Common Stock	12/26/2012		S ⁽¹⁾		3,801	D \$ 67.1274	965,279 D
	12/27/2012		M ⁽¹⁾		15,000	A \$ 12.4	980,279 D

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Common Stock							
Common Stock	12/27/2012	S ⁽¹⁾	11,678	D	\$ 64.7966 (5)	968,601	D
Common Stock	12/27/2012	S ⁽¹⁾	3,322	D	\$ 65.7767 (5)	965,279	D
Common Stock	12/28/2012	M ⁽¹⁾	15,000	A	\$ 12.4	980,279	D
Common Stock	12/28/2012	S ⁽¹⁾	15,000	D	\$ 65.3556 (6)	965,279	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. 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	12/26/2012		M ⁽¹⁾	12,375	(3)	08/19/2018	Common Stock	12,375
Employee Stock Option (right to buy)	\$ 14.5	12/26/2012		M ⁽¹⁾	2,625	(3)	06/28/2017	Common Stock	2,625
Employee Stock Option	\$ 14.5	12/27/2012		M	15,000	(3)	06/28/2017	Common Stock	15,000

(right to buy)

Employee

Stock

Option	\$ 14.5	12/28/2012		M	15,000	(3)	06/28/2017	Common Stock	15,000
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(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NELSON ZACHARY C/O NETSUITE INC. 2955 CAMPUS DRIVE, SUITE 100 SAN MATEO, CA 94403	X		President & CEO	

Signatures

/s/ Adriana Botto, by power of attorney

12/28/2012

__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 transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 7, 2012.

(2) The sale prices reported in column 4 of Table 1 represent the weighted average sale price of the shares sold ranging from \$65.74 to \$66.73, and \$66.82 to \$67.34, per share, respectively. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(3) This option is fully vested.

(4) On June 19, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option granted to the Reporting Person on August 15, 2008. Each exchanged option to purchase one share of common stock was replaced with a new option to purchase a number of shares of common stock equal to the number of options exchanged multiplied by 0.83 which represents an exchange ratio based on the exercise price of the exchanged option, subject to rounding.

(5) The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$64.40 to \$65.38, and \$65.40 to \$66.15, per share, respectively. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(6) The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$64.945 to \$65.60 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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