

NetApp, Inc.
Form 4
August 26, 2013

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 *
ALLEN JEFFRY R

(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)
08/22/2013

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)

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	08/22/2013		M		55,000	A	\$ 29.24
Common Stock	08/22/2013		S		55,000	D	\$ 41.7772 (1)
Common Stock	08/22/2013		M		5,000	A	\$ 27.02
Common Stock	08/22/2013		S		5,000	D	\$ 41.7772 (1)
Common Stock	08/22/2013		M		5,000	A	\$ 23.73

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Stock								
Common Stock	08/22/2013		S	5,000	D	\$ 41.7772	0	D
						<u>(1)</u>		
Common Stock	08/22/2013		M	20,000	A	\$ 27.02	20,000	D
Common Stock	08/22/2013		S	20,000	D	\$ 41.7772	0	D
						<u>(1)</u>		
Common Stock							28,332	I
								by Trust <u>(2)</u>

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

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(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)	\$ 23.73	08/22/2013		M	5,000	<u>(3)</u>	08/30/2015	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 27.02	08/22/2013		M	5,000	<u>(3)</u>	09/18/2014	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 27.02	08/22/2013		M	20,000	<u>(3)</u>	09/18/2014	Common Stock	20,000
Non-Qualified Stock Option (right to buy)	\$ 29.24	08/22/2013		M	55,000	<u>(4)</u>	05/31/2015	Common Stock	55,000

Reporting Owners

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

Signatures

By: Haleh Carrillo, Attorney-in-Fact For: Jeffry Allen 08/26/2013

__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) Sale prices for the reported transactions were in a range of \$41.48 to \$41.88 per share.
- (2) Shares held in trust by Jeffry R. Allen and Teri Allen, as Trustees of the Jeffry and Teri Allen Revocable Trust dated 1/29/2002
Option is immediately exercisable, but any shares purchased under the option will be subject to repurchase by the Company at the option exercise price paid per share, upon the Optionee's cessation of Board service prior to vesting in those shares. The shares will vest upon the
- (3) Optionee's continuation in Board service through the day immediately preceding the next Annual Stockholders Meeting following the grant date.
- (4) Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month 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.