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EAMES EDWARD JULIAN

Form 4

November 01, 2012

FORM 4

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

OMB 3235-0287 Number:

Estimated average

Expires:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading EAMES EDWARD JULIAN Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

F5 NETWORKS INC [FFIV]

(Check all applicable)

C/O F5 NETWORKS, INC., 401

(Street)

(Ctata)

(First)

3. Date of Earliest Transaction

(Month/Day/Year) 10/30/2012

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

ELLIOTT AVE. WEST

4. If Amendment, Date Original

EVP, Business Operations 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SEATTLE, WA 98119

(State) (A	Table Table	e I - Non-D	erivative S	ecuri	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
2. Transaction Date	2A. Deemed	3.	4. Securit	ies		5. Amount of	6. Ownership	7. Nature of
(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or			r	Securities	Form: Direct	Indirect
	any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial
	(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)
				(4)		Reported		
						Transaction(s)		
		Code V	Amount		Price	(Instr. 3 and 4)		
		Code v		(D)	11100			
10/30/2012		A		A	\$0	20,218 <u>(2)</u>	D	
			(1)					
11/01/2012		M	1,790 (3)	A	\$0	22,008	D	
	2. Transaction Date (Month/Day/Year) 10/30/2012	2. Transaction Date (Month/Day/Year) 2. Transaction Date (An Deemed Execution Date, if any (Month/Day/Year) 10/30/2012	2. Transaction Date (Month/Day/Year)	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code Disposed (Instr. 8) (Instr. 3, 4) Code V Amount A 1,782 (1) 11/01/2012 M 1,790	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and (A) or Code V Amount (D) A (1,782 A) (1) A (1,790 A)	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Code V Amount (D) Price A 1,782 A \$ 0	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3 and 4) Code V Amount (D) Price (Instr. 3 and 4) 10/30/2012 A \$0 20,218 (2)	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 3 and 4) (Instr. 3 and 4) Code V Amount (D) Price (Instr. 3 and 4) 10/30/2012 A \$ 0 20,218 (2) D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transacti Code (Instr. 8)	onDerivative		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
Restricted Stock Units (4)	\$ 0	11/01/2012		M		720	(5)	<u>(6)</u>	Common Stock	720
Restricted Stock Units (4)	\$ 0	11/01/2012		M		676	<u>(7)</u>	<u>(6)</u>	Common Stock	676
Restricted Stock Units (4)	\$ 0	11/01/2012		M		394	(8)	<u>(6)</u>	Common Stock	394
Restricted Stock Units (4)	\$ 0	10/30/2012		A	15,285 (9)		(10)	<u>(6)</u>	Common Stock	15,285

Reporting Owners

Reporting Owner Name / Address	Relationships						
Transfer and the same and	Director	10% Owner	Officer	Other			
EAMES EDWARD JULIAN C/O F5 NETWORKS, INC. 401 ELLIOTT AVE. WEST SEATTLE, WA 98119			EVP, Business Operations				

Signatures

/s/ Jeffrey A. Christianson by Power of 11/01/2012 Attorney Date

**Signature of Reporting Person

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).
- Shares acquired based on performance targets for the August 2, 2010, August 1, 2011, and November 9, 2011 awards of Restricted **(1)** Stock Units.
- **(2)** Includes 24 shares acquired on October 31, 2012 under the F5 Networks, Inc. stock purchase plan.

2 Reporting Owners

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- (3) Shares acquired upon vesting of the August 2, 2010, August 1, 2011, and November 9, 2011 awards of service-based Restricted Stock Units.
- (4) Each Restricted Stock Unit represents a contingent right to receive one share of F5 Networks, Inc. Common Stock on the vest date.
- (5) 8,635 of the service-based Restricted Stock Units awarded August 2, 2010 vest in twelve equal quarterly increments beginning November 1, 2010; an additional 10,000 Restricted Stock Units vest August 1, 2013.
- (6) If the reporting person continues to serve as an officer of the Company on the vest date, the corresponding number of shares of Common Stock of F5 Networks, Inc. will be issued to the reporting person on the vest date.
- (7) The August 1, 2011 award of service-based Restricted Stock Units vests in twelve equal quarterly increments beginning November 1, 2011.
- (8) The November 9, 2011 award of service-based Restricted Stock Units vests in twelve equal quarterly increments beginning February 1, 2012.
 - Concurrent with this award of service-based Restricted Stock Units, the Company granted the reporting person additional Restricted Stock Units that vest based on performance targets ("Performance RSUs"). If the performance targets are achieved at 100%, the
- reporting person will receive 15,285 Performance RSUs over the four-year vesting period; the actual number of Performance RSUs received may be more or less depending on whether and to the extent that performance is greater than or less than targets. Performance RSUs are not reported in Table II; the underlying shares of Performance RSUs will be reported in Table I if and when the Compensation Committee of the Board of Directors determines that the performance targets have been achieved.
- (10) The November 1, 2012 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2013.

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.