

NetApp, Inc.
Form 3
October 23, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Kryder Andrew | | (Month/Day/Year) | NetApp, Inc. [NTAP] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 495 EAST JAVA DRIVE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| SUNNYVALE,Â CAÂ 94089 | | | Senior VP, Legal and Tax | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 32,476 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|--------------|------------|--------------|--------|-----------|-------------------|---|
| Incentive Stock Option (right to buy) | Â <u>(1)</u> | 05/08/2013 | Common Stock | 5,209 | \$ 15.711 | D | Â |
| Incentive Stock Option (right to buy) | Â <u>(1)</u> | 05/02/2014 | Common Stock | 3,959 | \$ 19.17 | D | Â |
| Incentive Stock Option (right to buy) | Â <u>(1)</u> | 02/28/2014 | Common Stock | 1,139 | \$ 21.97 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u> | 10/31/2012 | Common Stock | 30,000 | \$ 9.99 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(2)</u> | 02/06/2012 | Common Stock | 28,750 | \$ 15.32 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u> | 05/08/2013 | Common Stock | 39,645 | \$ 15.711 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u> | 05/02/2014 | Common Stock | 34,041 | \$ 19.17 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u> | 05/31/2016 | Common Stock | 40,000 | \$ 20.69 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u> | 02/28/2014 | Common Stock | 3,861 | \$ 21.97 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u> | 06/01/2015 | Common Stock | 20,000 | \$ 23.79 | D | Â |
| Restricted Stock Unit | Â <u>(3)</u> | 04/28/2010 | Common Stock | 1,250 | \$ 0 | D | Â |
| Restricted Stock Unit | Â <u>(4)</u> | 06/19/2011 | Common Stock | 6,666 | \$ 0 | D | Â |
| Restricted Stock Unit | Â <u>(3)</u> | 04/25/2012 | Common Stock | 22,500 | \$ 0 | D | Â |
| Restricted Stock Unit | Â <u>(3)</u> | 06/02/2012 | Common Stock | 5,000 | \$ 0 | D | Â |
| Restricted Stock Unit | Â <u>(5)</u> | 06/19/2012 | Common Stock | 3,999 | \$ 0 | D | Â |
| Restricted Stock Unit | Â <u>(3)</u> | 06/01/2013 | Common Stock | 13,333 | \$ 0 | D | Â |
| Restricted Stock Unit | Â <u>(3)</u> | 06/19/2013 | Common Stock | 16,118 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Kryder Andrew
495 EAST JAVA DRIVE Â Â Â Senior VP, Legal and Tax Â
SUNNYVALE,Â CAÂ 94089

Signatures

By: Janice Mahoney by Power of Attorney For: Andrew 10/23/2009
Kryder

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month anniversary of the grant date.
- (2) Option vests with respect to 25% of the option shares on the first anniversary of the grant date and the balance in a series of equal monthly installments over the next 36 months of service thereafter.
- (3) The restricted stock unit shares vest as to 25% of the shares on the one-year anniversary of the grant date, and 25% of the shares on each annual anniversary thereafter for the next 3 years.
- (4) The restricted stock unit shares vest as to 50% of the shares on the one-year anniversary of the grant date, and 50% of the shares on second annual anniversary of the grant date.
- (5) The restricted stock unit shares vest as to one-third of the shares on the one-year anniversary of the grant date; and one-third of the shares on each of the second and third annual 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.