

GEORGENS THOMAS

Form 4

June 05, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GEORGENS THOMAS**

(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)  
06/01/2012

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

CEO and President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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                    | 06/01/2012                           |  | M                              |   | 8,333  | A          | \$ 0     | 17,137  | D  |   |
| Common Stock                    | 06/01/2012                           |  | M                              |   | 6,250  | A          | \$ 0     | 23,387  | D  |   |
| Common Stock                    | 06/01/2012                           |  | M                              |   | 20,833 | A          | \$ 0     | 44,220  | D  |   |
| Common Stock                    | 06/01/2012                           |  | F                              |   | 3,889  | D          | \$ 29.44 | 40,331  | D  |   |
| Common Stock                    | 06/01/2012                           |  | F                              |   | 2,917  | D          | \$ 29.44 | 37,414  | D  |   |

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Common Stock      06/01/2012      F      9,724      D      \$ 29.44      27,690      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 Underlying (Instr. 3 and 4) |                 |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|--------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)    | Date Exercisable                         | Expiration Date | Title        |
| Non-Qualified Stock Option (right to buy)  | \$ 29.44   | 06/01/2012                           |  | A                              |   | 350,000  |        | (1)                                      | 05/31/2019      | Common Stock |
| Restricted Stock Unit                      | \$ 0   | 06/01/2012                           |  | A                              |   | 35,000   |        | (2)                                      | (2)             | Common Stock |
| Restricted Stock Unit                      | \$ 0   | 06/01/2012                           |  | M                              |   |  | 8,333  | (2)                                      | (2)             | Common Stock |
| Restricted Stock Unit                      | \$ 0   | 06/01/2012                           |  | M                              |   |  | 6,250  | (2)                                      | (2)             | Common Stock |
| Restricted Stock Unit                      | \$ 0   | 06/01/2012                           |  | M                              |   |  | 20,833 | (2)                                      | (2)             | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships                             |
|---|---|
| GEORGENS THOMAS<br>495 EAST JAVA DRIVE<br>SUNNYVALE, CA 94089 | Director    10% Owner    Officer    Other |
|   | CEO and President                         |

## Signatures

By: Michael Nolan For: Thomas Georgens      06/05/2012

\_\_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) 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) 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.

### Remarks:

Non-Derivative Securities Beneficially Owned by Direct Ownership includes 677 shares of Issuer's common stock acquired on

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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