

FAWCETT MATTHEW K
Form 4
June 06, 2018

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
FAWCETT MATTHEW K

(Last) (First) (Middle)

1395 CROSSMAN AVE

(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)
06/04/2018

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)

SVP, GC & Secretary

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)
Common Stock	06/04/2018		M	1,148	A \$ 36.59	55,856	D
Common Stock	06/04/2018		S ⁽¹⁾	1,148	D \$ 70	54,708	D
Common Stock	06/04/2018		S ⁽¹⁾	6,819	D \$ 69.9529	47,889	D
Common Stock	06/04/2018		S ⁽¹⁾	5,700	D \$ 70.283	42,189	D
Common Stock	06/05/2018		S ⁽¹⁾	2,521	D \$ 72.1756	39,668	D

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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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 36.59	06/04/2018		M		1,148	06/03/2015 ⁽⁴⁾	06/02/2021		Common Stock
Restricted Stock Unit	\$ 0 ⁽⁵⁾	06/04/2018		A		12,000	06/01/2019 ⁽⁶⁾	06/01/2025		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FAWCETT MATTHEW K 1395 CROSSMAN AVE SUNNYVALE, CA 94089	SVP, GC & Secretary

Signatures

By: Roberta S Cohen Attorney-in-Fact For: Matthew K.
Fawcett 06/06/2018

__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 sale(s) reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 3, 2018.

(2) The price in Column 4 is a weighted average price. The prices actually received ranged from \$69.44 to \$70.15. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(3) The price in Column 4 is a weighted average price. The prices actually received ranged from \$70.16 to \$70.46. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

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- (4) On June 3, 2014, the reporting person was granted 55,100 nonqualified stock options, subject to the option vesting monthly in equal installments over four years beginning on July 3, 2014, subject to continued service on each applicable vesting date.
- (5) Restricted stock units convert into common stock on a one-for-one basis.
- (6) On June 4, 2018, the reporting person was granted 12,000 restricted stock units, vesting in four equal annual installments beginning on June 1, 2019 and subject to continued service on each applicable vesting date.

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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