

SOMMERS DAVID P
 Form 4
 February 08, 2012

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

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SOMMERS DAVID P

2. Issuer Name and Ticker or Trading Symbol
 NETSCOUT SYSTEMS INC
 [NTCT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Executive Vice-Chairman

(Last) (First) (Middle)
 C/O NETSCOUT SYSTEMS,
 INC., 310 LITTLETON ROAD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/06/2012

WESTFORD, MA 01886

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	02/06/2012		M ⁽¹⁾		17,500	\$ 20.93	D
Common Stock	02/06/2012		F ⁽⁴⁾		5,724	\$ 21.12	D
Common Stock	02/07/2012		M ⁽⁶⁾		25,000	\$ 4.22	D
Common Stock	02/07/2012		S ⁽⁶⁾		25,000	\$ 21.12	D

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- (2) Price is N/A.
- (3) 2,500 of these shares are held by a trust in which the reporting person has a pecuniary interest.
- (4) The shares of Common Stock were withheld by the Company to satisfy the reporting person's tax withholding obligation upon the vesting of restricted stock units. The withheld shares were returned to treasury.
- (5) Represents the closing price of the Company's Common Stock on February 3, 2012.
- (6) Option was exercised and related Common stock was sold pursuant to a 10b5-1 plan.
- (7) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share; the actual sales price per share ranged from \$20.98 to \$21.22.
- (8) Date is N/A.
- (9) Option vested over three years in equal quarterly installments. The initial portion of the option grant initially became exercisable on September 13, 2003, and the remainder vested in equal quarterly installments thereafter.

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.