

HIBBERD DOUGLAS G
 Form 4
 February 05, 2013

FORM 4

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

OMB APPROVAL

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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 *
HIBBERD DOUGLAS G

(Last) (First) (Middle)
 C/O SOLARWINDS, INC., 3711 S.
 MOPAC EXPY., BLDG. TWO
 (Street)

AUSTIN, TX 78746
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SolarWinds, Inc. [SWI]

3. Date of Earliest Transaction
 (Month/Day/Year)
02/01/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Strategic Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	(D)	Price
Common Stock	02/01/2013		M		9,760	A	\$ 4.3467 67,209
Common Stock	02/01/2013		M		2,025	A	\$ 18.87 69,234
Common Stock	02/01/2013		M		1,468	A	\$ 20.06 70,702
Common Stock	02/01/2013		M		3,517	A	\$ 28.03 74,219
Common Stock	02/01/2013		S		16,770	D	\$ 54.3262 57,449
					(1)		(2)

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.3467	02/01/2013		M	9,760	<u>(3)</u> 11/14/2017	Common Stock	9,760
Employee Stock Option (right to buy)	\$ 18.87	02/01/2013		M	2,025	<u>(4)</u> 02/25/2020	Common Stock	2,025
Employee Stock Option (right to buy)	\$ 20.06	02/01/2013		M	1,468	<u>(5)</u> 01/04/2021	Common Stock	1,468
Employee Stock Option (right to buy)	\$ 28.03	02/01/2013		M	3,517	<u>(6)</u> 01/04/2022	Common Stock	3,517

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			EVP, Strategic Operations	

HIBBERD DOUGLAS G
C/O SOLARWINDS, INC.
3711 S. MOPAC EXPY., BLDG. TWO
AUSTIN, TX 78746

Signatures

/s/ Bryan A. Sims,
Attorney-in-Fact

02/05/2013

__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) Shares sold pursuant to a 10b5-1 Trading Plan.

This transaction was executed in multiple trades at prices ranging from \$54.08 to \$54.76, inclusive. The price reported above reflects the

(2) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold and each separate price within the range set forth in this footnote.

(3) 1/4 of the shares vested and became exercisable on November 14, 2008 and 1/48 of the shares vest and become exercisable each month thereafter.

(4) 1/4 of the shares vested and became exercisable on February 25, 2011 and 1/48 of the shares vest and become exercisable each month thereafter.

(5) 1/4 of the shares vested and became exercisable on January 4, 2012 and 1/48 of the shares vest and become exercisable each month thereafter.

(6) 1/60th of the shares vested and became exercisable on February 4, 2012 and 1/60th of the shares vest and become exercisable each month thereafter.

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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