

NetApp, Inc.
Form 4
June 03, 2016

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 *
FAWCETT MATTHEW K

(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)
05/31/2016

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)
SVP, GC & Secretary

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 (A) or (D) Price			
Common Stock	05/31/2016		J	442 A \$ 21.7005	1,192 ⁽¹⁾	D	
Common Stock	06/01/2016		M	3,950 A \$ 0	5,142	D	
Common Stock	06/01/2016		F	1,484 D \$ 25.07	3,658	D	
Common Stock	06/01/2016		M	4,850 A \$ 0	8,508	D	
Common Stock	06/01/2016		F	1,822 D \$ 25.07	6,686	D	

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Common Stock	06/01/2016	M	2,850	A	\$ 0	9,536	D
Common Stock	06/01/2016	F	1,071	D	\$ 25.07	8,465	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 Amount of Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Restricted Stock Unit	\$ 0 ⁽²⁾	06/01/2016		M		4,850		06/01/2016 ⁽³⁾	06/23/2022	Common Stock	4
Restricted Stock Unit	\$ 0 ⁽²⁾	06/01/2016		M		2,850		06/01/2016 ⁽⁴⁾	06/23/2022	Common Stock	2
Restricted Stock Unit	\$ 0 ⁽²⁾	06/01/2016		A	26,000			06/01/2017 ⁽⁵⁾	06/01/2023	Common Stock	2
Restricted Stock Unit	\$ 0 ⁽²⁾	06/01/2016		M		3,950		06/01/2013 ⁽⁶⁾	⁽⁶⁾	Common Stock	3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAWCETT MATTHEW K 495 EAST JAVA DRIVE SUNNYVALE, CA 94089			SVP, GC & Secretary	

Signatures

By: Roberta S Cohen Attorney-in-Fact For: Matthew K Fawcett 06/03/2016

__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) Includes 750 shares acquired on November 30, 2015 at \$26.061 per share under the NetApp 1999 Employee Stock Purchase Plan.
- (2) Restricted stock units convert into common stock on a one-for-one basis.
- (3) On June 23, 2015, the reporting person was granted 19,400 restricted stock units, vesting in four equal annual installments beginning on June 1, 2016, subject to continued service on each applicable vesting date.
- (4) On June 23, 2015, the reporting person was granted 11,400 restricted stock units, vesting in four equal annual installments beginning on June 1, 2016 and subject to continued service on each applicable vesting date.
- (5) On June 1, 2016, the reporting person was granted 26,000 restricted stock units, vesting in four equal annual installments beginning on June 1, 2017 and subject to continued service on each applicable vesting date.
- (6) On June 1, 2012, the reporting person was granted 15,800 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date, 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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