F5 NETWORKS INC
Form 4
November 07, 2001

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[ ] CHECK THIS BOX IF NO LONGER SUBJECT TO SECTION 16. FORM 4 OR FORM 5 OBLIGATIONS MAY CONTINUE. SEE INSTRUCTION 1(b).

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(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	6. R t
PANCOTTINE, JEFFREY	F5 NETWORKS, INC. (ffiv)	
(Last) (First) (Middle)	3. I.R.S Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Year OCTOBER 2001
c/o F5 NETWORKS, INC. 401 ELLIOTT AVENUE WEST		5. If Amendment, Date of Original (Month/Year)
(Street) SEATTLE, WA 98119		
(City) (State) (Zip)		7. I (

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIA

1. Title of Security (Instr. 3)	2. Trans-action Date (Month/ Day/ Year)	3. Trans-action Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securitie Beneficia Owned at End of Mo (Instr. 3
		Code	V	Amount	(A) or (D)	Price	
COMMON STOCK	10/31/01	V		834	A	$6.42	1,877

Reminder: Report on a separate line for each class of securities beneficially owned directly or i
*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

FORM 4 (CONTINUED) TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALL
(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)	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.
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	

9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

**Intentional misstatements or omissions of facts constitute Federal
Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ JEFFRE

Note: File three copies of this Form, one of which must be manually signed. ----------
If space is insufficient, see Instruction 6 for procedure. **Signature of

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.

(1) INCLUDES 834 SHARES ACQUIRED UNDER THE F5 NETWORKS STOCK PURCHASE PLAN IN OCTOBER 2001.