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F5 NETWORKS INC Form 4 November 26, 2002

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response...0.5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

O Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.
See Instruction 1(b)

1.		Address of Re Last, First, Midd Steven		2.	Issuer Name and Ticker or Trading Symbol F5 Networks (ffiv)					ation Number of Reporting ntity (Voluntary)		
	c/o F5 Networks, Inc. 401 Elliott Avenue West				Stater 11/25/	ment for (Month/Day/Y /02	(ear)	5.	If Amendment, Date of Original (Month/Day/Year)			
	(Street)					ionship of Reporting P r (Check All Applicable)		7.	Individual or Joint/Group Filing (Check Applicable Line)			
	Seattle, WA 98119			_	0	Director o	10% Owner		X	Form filed by One Reporting Person		
	(City)	(State)	(Zip)		x o	Officer (give title be Other (specify below	,		0	Form filed by More than One Reporting Person		
					Sr. Vice President of Sales and Services							

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

	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)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5.	Amount of 6. Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownershi (Instr. 4)	
							Code V	Amount	(A) or (D)	Price				
	Common Stock		11/25/02				S(1)	4,000	D	\$14.29		105,860	D	
_														
					,									
							Page	2						

$\begin{tabular}{ll} \textbf{Table II} & \textbf{Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ & (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1.	Title of Derivative Security (Instr. 3)	2.	Conversion or Exercise Price of Derivative Security	3.	Transaction Date (Month/Day/Year)		Deemed Execution Date, if any (Month/Day/Year)	4.	Transaction 5. Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) CodeV (A)(D)
						Page	: 3			

-		Т	able II				Acquired, Disposed of, or Beneficially Owned Continued varrants, options, convertible securities)									
6.	Date Exercisa Expiration Day (Month/Day/Y	ate	of U Sec	e and Amount Inderlying urities tr. 3 and 4)	8.	Price of Derivative Security (Instr. 5)	9.	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)				
	Date Exercisable	Expiration Date	Titl	Amount or Number of e Shares												
_																
Ex	xplanation of	Responses	s:													
(1)) Sale pursuan	t to the ter	ms of a	10b5-1 tradin	g pl	an.										
			/s/ St	even Goldma	n			11/25/02								
		_	**Signa	iture of Repor Person	ting	5		Date								

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

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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