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GOLDMAN STEVE Form 4 December 03, 2002

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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)				I.R.S. Identifica Person, if an en	tion Number of Reporting tity (Voluntary)		
		c/o F5 Networks, Inc. 401 Elliott Avenue West				ment for (<i>Month/Day/Ye</i> d	ar)	5.	If Amendment, Date of Original (Month/Day/Year)			
	(Street)					ionship of Reporting Pe r (Check All Applicable)	erson(s) to	7.	Individual or Joint/Group Filing (Check Applicable Line)			
	Seattle, WA 98119			_	o	Director O	0% Owner		X	Form filed by One Reporting Person		
	(City)	(City) (State) (Zip)			x o	Officer (give title below) Other (specify below)	,		0	Form filed by More than One Reporting Person		
						Sr. Vice President of Services	Sales and					

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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).

Common Stock 12/2/02 S(1) 4,000 D \$14.58 101,860 D	Title of Security (Instr. 3)	Transaction Date (Month/Day/Year)	2a.	Deemed Execution Date, if any. (Month/Day/Year)	3.	Transaction Code (Instr. 8)	Securities or Dispose (Instr. 3, 4	ed of (l	D)	5.	Amount of 6. Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownershi (Instr. 4)
						Code V	Amount	or	Price					
		12/2/02				S(1)	4,000	D	\$14.58		101,860	D		

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

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	23			

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued (e.g., puts, calls, warrants, options, convertible securities)												
6.	Date Exercis Expiration I (Month/Day/	Date	of Ui Secu	and Amount inderlying rities r. 3 and 4)		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	Title	Amount or Number of Shares								
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_												
_												
Ex	xplanation of	f Responses	s:									
(1)	Sale pursua	nt to the ter	ms of a 1	0b5-1 trading	g pla	an.						
			/s/ Ste	ven Goldmar	1			12/2/02				
				ure of Report Person	ing			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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