

GOMO STEVEN J
Form 4
June 01, 2011

FORM 4

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

OMB APPROVAL

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

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 *
GOMO STEVEN J

2. Issuer Name and Ticker or Trading Symbol
NetApp, Inc. [NTAP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/27/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Executive VP, CFO

495 EAST JAVA DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

SUNNYVALE, CA 94089

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/27/2011		M		50,000	A	\$ 20.61
Common Stock	05/27/2011		M		70,000	A	\$ 29.24
Common Stock	05/27/2011		M		54,087	A	\$ 23.79
Common Stock	05/27/2011		M		47,916	A	\$ 20.69
Common Stock	05/27/2011		S		222,003	D	\$ 55.11

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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)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 20.61	05/27/2011		M	50,000	<u>(2)</u> 09/01/2014	Common Stock	50,000
Non-Qualified Stock Option (right to buy)	\$ 20.69	05/27/2011		M	47,916	<u>(3)</u> 05/31/2016	Common Stock	47,916
Non-Qualified Stock Option (right to buy)	\$ 23.79	05/27/2011		M	54,087	<u>(3)</u> 06/01/2015	Common Stock	54,087
Non-Qualified Stock Option (right to buy)	\$ 29.24	05/27/2011		M	70,000	<u>(3)</u> 05/31/2015	Common Stock	70,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOMO STEVEN J 495 EAST JAVA DRIVE SUNNYVALE, CA 94089			Executive VP, CFO	

Signatures

Steven John
Gomo 06/01/2011

**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) The price in Column 4 is a weighted average price. The prices actually received ranged from \$54.72 to \$55.36. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (2) Option vests with respect to 50% of the option shares on the second anniversary of the grant date and the balance in a series of equal monthly installments over the next 24 months of service thereafter.
 - (3) Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month anniversary of the grant date.

Remarks:

Non-Derivative Securities Beneficially Owned by Direct Ownership includes 548 shares of Issuer's common stock acquired on

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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