

HIBBERD DOUGLAS G  
Form 4  
August 02, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**HIBBERD DOUGLAS G**  
  
(Last) (First) (Middle)  
  
**C/O SOLARWINDS, INC., 3711 S.  
MOPAC EXPY., BLDG. TWO**  
  
(Street)  
  
**AUSTIN, TX 78746**  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SolarWinds, Inc. [SWI]**  
  
3. Date of Earliest Transaction (Month/Day/Year)  
**08/01/2012**  
  
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)  
**EVP, Engineering & GM APAC**  
  
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 or Price		
Common Stock	08/01/2012		M		19,520 A \$ 4.3467	79,362	D
Common Stock	08/01/2012		M		2,345 A \$ 28.03	81,707	D
Common Stock	08/01/2012		S		21,865 (1) D \$ 52.9096 (2)	59,842	D
Common Stock	08/02/2012		M		980 A \$ 20.06	60,822	D
Common Stock	08/02/2012		M		2,025 A \$ 18.87	62,847	D

Edgar Filing: HIBBERD DOUGLAS G - Form 4

Common Stock	08/02/2012	S	<u>3,005</u> (1)	D	\$ <u>53.2129</u> (3)	59,842	D
-----------------	------------	---	---------------------	---	-----------------------------	--------	---

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 4.3467	08/01/2012		M	19,520	(4) 11/14/2017	Common Stock	19,520
Employee Stock Option (right to buy)	\$ 28.03	08/01/2012		M	2,345	(5) 01/04/2022	Common Stock	2,345
Employee Stock Option (right to buy)	\$ 20.06	08/02/2012		M	980	(6) 01/04/2021	Common Stock	980
Employee Stock Option (right to buy)	\$ 18.87	08/02/2012		M	2,025	(7) 02/25/2020	Common Stock	2,025

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

HIBBERD DOUGLAS G  
C/O SOLARWINDS, INC.  
3711 S. MOPAC EXPY., BLDG. TWO  
AUSTIN, TX 78746

EVP, Engineering & GM APAC

## Signatures

/s/ Bryan A. Sims,  
Attorney-in-Fact

08/02/2012

\_\_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) Shares sold pursuant to a 10b5-1 Trading Plan.

This transaction was executed in multiple trades at prices ranging from \$52.75 to \$53.28, inclusive. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold and each separate price within the range set forth in the footnotes to this Form.

(2)

This transaction was executed in multiple trades at prices ranging from \$53.15 to \$53.29, inclusive. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold and each separate price within the range set forth in the footnotes to this Form.

(3)

(4) 1/4 of the shares vested and became exercisable on November 14, 2008 and 1/48 of the shares vest and become exercisable each month thereafter.

(5) 1/60th of the shares vested and became exercisable on February 4, 2012 and 1/60th of the shares vest and become exercisable each month thereafter.

(6) 1/4 of the shares vested and became exercisable on January 4, 2012 and 1/48 of the shares vest and become exercisable each month thereafter.

(7) 1/4 of the shares vested and became exercisable on February 25, 2011 and 1/48 of the shares vest and become exercisable each month thereafter.

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

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.