

GEORGENS THOMAS
Form 4
December 08, 2010

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 *
GEORGENS THOMAS

(Last) (First) (Middle)
495 EAST JAVA DRIVE
(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2010

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)
CEO and President

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	(A) or (D)	Price
Common Stock	12/06/2010		M		159,000	A	\$ 27.81
Common Stock	12/06/2010		S		159,000	D	\$ 53.3758
Common Stock	12/06/2010		M		41,000	A	\$ 21.4
Common Stock	12/06/2010		S		41,000	D	\$ 53.3758

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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. Am...	9. Num...	10. Sha...
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Non-Qualified Stock Option (right to buy)	\$ 21.4	12/06/2010		M	41,000	(2) 02/14/2015	Common Stock			
Non-Qualified Stock Option (right to buy)	\$ 27.81	12/06/2010		M	159,000	(3) 11/14/2015	Common Stock			

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GEORGENS THOMAS 495 EAST JAVA DRIVE SUNNYVALE, CA 94089	CEO and President

Signatures

By: Janice Mahoney by Power of Attorney For: Thomas Georgens 12/08/2010

__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 \$53.255 to \$53.53. 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 25% of the option shares on January 29, 2009 and the balance in a series of equal monthly installments over the next 36 months of service thereafter.
- (3)

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Option vests with respect to 25% of the option shares on the first anniversary of the Optionee's date of hire and the balance in a series of equal monthly installments over the next 36 months of service thereafter.

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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