

Kurian George
Form 4
June 05, 2018

FORM 4

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

OMB APPROVAL

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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 *
Kurian George

(Last) (First) (Middle)
1395 CROSSMAN AVE
(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)
06/01/2018

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

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 | 06/01/2018 | | S ⁽¹⁾ | | 6,000 | D | | \$ 68.3573 ⁽²⁾ |
| Common Stock | 06/01/2018 | | M | | 10,725 | A | | \$ 0 |
| Common Stock | 06/01/2018 | | F | | 5,317 | D | | \$ 69.71 |
| Common Stock | 06/01/2018 | | M | | 10,725 | A | | \$ 0 |
| Common Stock | 06/01/2018 | | F | | 5,317 | D | | \$ 69.71 |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 06/01/2018 | M | 14,575 | A | \$ 0 | 169,027 | D |
| Common Stock | 06/01/2018 | F | 7,226 | D | \$ 69.71 | 161,801 | D |
| Common Stock | 06/01/2018 | M | 14,250 | A | \$ 0 | 176,051 | D |
| Common Stock | 06/01/2018 | F | 7,065 | D | \$ 69.71 | 168,986 | D |
| Common Stock | 06/03/2018 | M | 13,275 | A | \$ 0 | 182,261 | D |
| Common Stock | 06/03/2018 | F | 6,581 | D | \$ 69.71 | 175,680 | D |

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

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(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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 40.7 | 06/01/2018 | | M | 6,000 | 09/20/2014 ⁽³⁾ | 10/14/2020 | Common Stock |
| Restricted Stock Unit | \$ 0 ⁽⁴⁾ | 06/01/2018 | | M | 10,725 | 06/01/2016 ⁽⁵⁾ | 08/03/2022 | Common Stock |
| Restricted Stock Unit | \$ 0 ⁽⁴⁾ | 06/01/2018 | | M | 10,725 | 06/01/2016 ⁽⁵⁾ | 08/03/2022 | Common Stock |
| Restricted Stock Unit | \$ 0 ⁽⁴⁾ | 06/01/2018 | | M | 14,575 | 06/01/2017 ⁽⁶⁾ | 06/01/2023 | Common Stock |
| Restricted Stock Unit | \$ 0 ⁽⁴⁾ | 06/01/2018 | | M | 14,250 | 06/01/2018 ⁽⁷⁾ | 06/01/2024 | Common Stock |
| Restricted | \$ 0 ⁽⁴⁾ | 06/03/2018 | | M | 13,275 | 06/03/2015 ⁽⁸⁾ | ⁽⁸⁾ | Common |

Stock Unit

Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Kurian George 1395 CROSSMAN AVE SUNNYVALE, CA 94089 | X | | CEO | |

Signatures

By: Roberta S. Cohen Attorney-in-Fact For: George Kurian

06/05/2018

__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 transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 1, 2017.
The price in Column 4 is a weighted average price. The prices actually received ranged from \$68.00 to \$68.78. 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) On October 15, 2013, the reporting person was granted 36,000 stock options of which 25% vested on September 20, 2014. The balance of the shares vested monthly in equal installments over the next 36 months following September 20, 2014, subject to continued service on each applicable vesting date.
 - (3) Restricted stock units convert into common stock on a one-for-one basis.
 - (4) On August 3, 2015, the reporting person was granted 42,900 restricted stock units, vesting in four equal annual installments beginning on June 1, 2016 and subject to continued service on each applicable vesting date.
 - (5) On June 1, 2016, the reporting person was granted 58,300 restricted stock units, vesting in four equal annual installments beginning on June 1, 2017 and subject to continued service on each applicable vesting date.
 - (6) On June 1, 2017, the reporting person was granted 57,000 restricted stock units, vesting in four equal annual installments beginning on June 1, 2018 and subject to continued service on each applicable vesting date.
 - (7) On June 3, 2014, the reporting person was granted 53,100 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date, subject to continued service on each applicable vesting date.
 - (8)

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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