

SOMMERS DAVID P

Form 4

February 06, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SOMMERS DAVID P

2. Issuer Name **and** Ticker or Trading
Symbol
NETSCOUT SYSTEMS INC
[NTCT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
310 LITTLETON ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2009

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
CFO & VP General Operations

WESTFORD, MA 01886

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

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/05/2009		M ⁽¹⁾	Amount 10,000	(A) or (D) A ⁽¹⁾ \$ 4.22	27,712	D
Common Stock	02/05/2009		S ⁽¹⁾	Amount 10,000	(A) or (D) D ⁽¹⁾ \$ 13.2525	17,712	D
Common Stock	02/04/2009		M	Amount 17,500 ⁽³⁾	(A) or (D) A ⁽⁴⁾	35,212	D
Common Stock	02/04/2009		S	Amount 5,810 ⁽⁵⁾	(A) or (D) D ⁽⁵⁾ \$ 14.0769	29,402	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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 4.22	02/05/2009		M	10,000	<u>(6)</u>	04/25/2010	Common Stock	10,000
Restricted Stock Units	<u>(4)</u>	02/04/2009		M	17,500	02/04/2009	<u>(7)</u>	Common Stock	17,500
Employee Stock Options (Right to Buy)	\$ 5.26					<u>(9)</u>	06/27/2011	Common Stock	0
Employee Stock Options (Right to Buy)	\$ 4.22					<u>(10)</u>	07/17/2012	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SOMMERS DAVID P 310 LITTLETON ROAD WESTFORD, MA 01886	CFO & VP General Operations

Signatures

/s/ David P.

Sommers

02/06/2009

__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) Option was exercised and related Common stock was sold pursuant to a 10b5-1 plan
- (2) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share which was \$13.2525 of all shares sold on this date; the actual sale prices per share ranged from \$13.21 to \$13.29.
- (3) The shares of Common Stock were acquired upon the vesting of certain Restricted Stock Units previously granted to the reporting person.
- (4) Price is N/A.
- (5) The shares of Common Stock were sold to cover tax liability in connection with the vesting of the Restricted Stock Units.
- (6) The initial portion of the option grant initially became exercisable on July 17, 2003 and the remainder vested in equal quarterly installments thereafter.
- (7) Date is N/A.
- (8) Certain prior filings aggregated all derivative securities together into one total number. The current filing reflects the number of such derivative securities owned in each class.
- (9) The initial portion of the option grant initially became exercisable on June 27, 2002 and the remainder vested in equal quarterly installments thereafter.
- (10) The initial portion of the option grant initially became exercisable on June 13, 2004 and the remainder vested in equal quarterly installments thereafter.

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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