

Edgar Filing: F5 NETWORKS INC - Form 4

F5 NETWORKS INC
 Form 4
 February 07, 2002

 FORM 4

 OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person Helsel, Brett L.			2. Issuer Name and Ticker or Trading Symbol F5 Networks, Inc. (ffiv)		6. R I
(Last) c/o F5 Networks, Inc. 401 Elliott Avenue West	(First)	(Middle)	3. IRS Identification Number of Reporting Person if an entity (Voluntary)	4. Statement for Month/Year January 2002	- -
----- (Street)					
				5. If Amendment, Date of Original (Month/Year)	7.
Seattle	WA	98119			

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED, OR TRANSFERRED						
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Transac- tion Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Acquired or Disposed of (Instr. 3, 4 and 5)	6. Price (Instr. 3, 4 and 5)	7. Amount of Securities Acquired or Disposed of (Instr. 3, 4 and 5)
		Code	V	Amount	(A) or (D)	Price
Common Stock	1/16/02	M		31,151	A	\$ 0.05

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Common Stock	1/16/02	M	25,000	A	\$ 0.25	
Common Stock	1/16/02	M	34,588	A	\$ 1.50	
Common Stock	1/31/02	S	8,000	D	\$23.00	114,5
Common Stock						1

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
 * If the form is filed by more than one reporting person, see Instruction 4(b)(v). Potential persons providing information in this form are not required to respond unless the form displays a current control number.

FORM 4 (CONTINUED)

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)	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.
			Code V	(A) (D)	Date Exercisable	Expiration Date
Incentive Stock Option (right to buy)	\$ 0.05	1/16/02	M	35,151	4/13/08	
Incentive Stock Option (right to buy)	\$ 0.25	1/16/02	M	25,000	6/01/08	
Incentive Stock Option (right to buy)	\$ 1.50	1/16/02	M	34,588	12/31/08	

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9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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D

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Explanation of Responses:

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/

**Si

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.