

SOMMERS DAVID P
 Form 4
 February 08, 2012

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 *
 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)
 C/O NETSCOUT SYSTEMS,
 INC., 310 LITTLETON ROAD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/06/2012

____ Director
 Officer (give title below) _____ Other (specify below)
 Executive Vice-Chairman

WESTFORD, MA 01886

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | Price | |
| Common Stock | 02/06/2012 | | M ⁽¹⁾ | | 17,500 | \$ 20.93 | D |
| Common Stock | 02/06/2012 | | F ⁽⁴⁾ | | 5,724 | \$ 21.12 | D |
| Common Stock | 02/07/2012 | | M ⁽⁶⁾ | | 25,000 | \$ 4.22 | D |
| Common Stock | 02/07/2012 | | S ⁽⁶⁾ | | 25,000 | \$ 21.12 | D |

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

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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) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit | (2) | 02/06/2012 | | M ⁽¹⁾ | | 17,500 | | 02/06/2012 | (8) | Common Stock | 17,500 |
| Employee Stock Options (Right to Buy) | \$ 4.22 | 02/07/2012 | | M ⁽⁶⁾ | | 25,000 | | (9) | 07/17/2012 | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SOMMERS DAVID P C/O NETSCOUT SYSTEMS, INC. 310 LITTLETON ROAD WESTFORD, MA 01886 | | | Executive Vice-Chairman | |

Signatures

By: /s/ David P. Sommers 02/08/2012

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) The shares of Common Stock were acquired upon the vesting of certain Restricted Stock Units previously granted to the reporting person.

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- (2) Price is N/A.
- (3) 2,500 of these shares are held by a trust in which the reporting person has a pecuniary interest.
- (4) The shares of Common Stock were withheld by the Company to satisfy the reporting person's tax withholding obligation upon the vesting of restricted stock units. The withheld shares were returned to treasury.
- (5) Represents the closing price of the Company's Common Stock on February 3, 2012.
- (6) Option was exercised and related Common stock was sold pursuant to a 10b5-1 plan.
- (7) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share; the actual sales price per share ranged from \$20.98 to \$21.22.
- (8) Date is N/A.
- (9) Option vested over three years in equal quarterly installments. The initial portion of the option grant initially became exercisable on September 13, 2003, 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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