

Goel Manish
Form 4
June 01, 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 *
Goel Manish

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/28/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP of Product Operations

SUNNYVALE, CA 94089

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 Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	05/28/2010		M	1,250	A	\$ 15.59	9,165	D
Common Stock	05/28/2010		S	1,250	D	\$ 37.4892 <u>(1)</u>	7,915	D
Common Stock	05/28/2010		M	2,083	A	\$ 20.69	9,998	D
Common Stock	05/28/2010		S	2,083	D	\$ 37.4656 <u>(1)</u>	7,915	D
	05/28/2010		S	7,915	D		1,500	D

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Common Stock \$ 37.47
(1)

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 15.59	05/28/2010		M	1,250	(2) 02/16/2016	Common Stock	1,250
Non-Qualified Stock Option (right to buy)	\$ 20.69	05/28/2010		M	2,083	(3) 05/31/2016	Common Stock	2,083

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goel Manish 495 EAST JAVA DRIVE SUNNYVALE, CA 94089			Exec VP of Product Operations	

Signatures

By: Janice Mahoney by Power of Attorney For: Manish Goel 06/01/2010

**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 prices in Column 4 are weighted average prices. The prices actually received for sales on May 28, 2010 ranged from \$37.33 to \$37.60. 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 the first anniversary of the grant date and the balance in a series of equal monthly installments over the next 36 months of service thereafter.
 - (3) Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month anniversary of the grant date.

Remarks:

Non-Derivative Securities Beneficially Owned by Direct Ownership includes 1,500 shares of Issuer's common stock acquired

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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