#### WARMENHOVEN DANIEL J

Form 4 June 03, 2010

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

**OMB APPROVAL** 

Form 4 or
Form 5
obligations

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

burden hours per response... 0.5

may continue.

See Instruction

30(h) of the Investment Company Act of 193

e Instruction 50(ii) of the investment compa

1(b).

(Print or Type Responses)

1. Name and Addr WARMENHO	•	_	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)	3. Date of Earliest Transaction			
495 EAST JAVA DRIVE			(Month/Day/Year) 06/01/2010	Director 10% OwnerX_ Officer (give title Other (specify below) Executive Chairman		
(Street) SUNNYVALE, CA 94089			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Ched		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

							1 015011		
(City)	(State) (	(Zip) Table	e I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	06/02/2010		M <u>(1)</u>	50,000	A	\$ 9.99	100,087	D	
Common Stock	06/02/2010		S <u>(1)</u>	50,000	D	\$ 38.5	50,087	D	
Common Stock							170,000	I	by Lmtd Ptnrshp2
Common Stock							2,499,835	I	by Trust
Common Stock							78,962	I	by Trust2

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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. 5. Number of TransactionDerivative Code Securities Acquired (Instr. 8) (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 9.99	06/02/2010		M <u>(1)</u>		50,000	<u>(5)</u>	10/31/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 37.62	06/01/2010		A	60,000		<u>(5)</u>	05/31/2017	Common Stock
Restricted Stock Unit	\$ 0	06/01/2010		A	20,000		<u>(6)</u>	<u>(6)</u>	Common Stock

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
·F. · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other				
WARMENHOVEN DANIEL J								
495 EAST JAVA DRIVE			<b>Executive Chairman</b>					
SUNNYVALE, CA 94089								

## **Signatures**

By: Janice Mahoney by Power of Attorney For: Daniel J. 06/03/2010 Warmenhoven \*\*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).
- The option exercise(s) and sale(s) reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting **(1)** person on June 1, 2010.
- **(2)** Shares held by Warmenhoven Ventures LP, a limited partnership of which the Warmenhoven Management Trust is the general partner, of which the reporting person and his wife are the trustees. Reporting person disclaims beneficial ownership of such shares except to the

Reporting Owners 2

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extent of his pecuniary interest therein.

- (3) Shares held in trust by Daniel J. Warmenhoven & Charmaine A. Warmenhoven, trustees to The Warmenhoven 1987 Revocable Trust UTA dated 12/16/87, as amended.
- (4) Shares held in trust by Richard A. Andre, trustee to The Daniel J. Warmenhoven 1991 Children's Trust. Reporting person disclaims beneficial ownership of such shares.
- Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month annniversary of the grant date.
- (6) The restricted stock unit shares vest as to 25% of the shares on the one-year anniversary of the grant date, and 25% of the shares on each annual anniversary thereafter for the next 3 years.

#### **Remarks:**

Non-Derivative Securities Beneficially Owned by Direct Ownership includes 1,300 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. 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.