

NetApp, Inc.
Form 4
June 03, 2015

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 *
Noviello Nicholas R

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

SUNNYVALE, CA 94089

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP Finance & Operations, CFO

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

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/31/2015		J		105 A \$ 28.39	21,789 ⁽¹⁾	D
Common Stock	06/01/2015		M		6,675 A <u>(2)</u>	28,464	D
Common Stock	06/01/2015		F		2,508 D \$ 33.155	25,956	D
Common Stock	06/01/2015		M		1,575 A <u>(2)</u>	27,531	D
Common Stock	06/01/2015		F		591 D \$ 33.155	26,940	D

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Common Stock 06/03/2015 S⁽³⁾ 5,151 D \$ 33.6097 21,789 D
 (4)

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)	8. Pr Deriv Secu (Instr
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	06/01/2015		M	6,675	<u>(5)</u> <u>(5)</u>	Common Stock	6,675
Restricted Stock Unit	\$ 0	06/01/2015		M	1,575	<u>(6)</u> <u>(6)</u>	Common Stock	1,575

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Noviello Nicholas R 495 EAST JAVA DRIVE SUNNYVALE, CA 94089			EVP Finance & Operations, CFO	

Signatures

By: Roberta S. Cohen Attorney-in-Fact For: Nicholas R. Noviello 06/03/2015

 **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).

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- (1) Shares acquired under the NetApp 1999 Employee Stock Purchase Plan on May 31, 2015.
- (2) Restricted stock units convert into common stock on a one-for-one basis.
- (3) The transaction(s) reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

The price in Column 4 is a weighted average price. The prices actually received ranged from \$33.43 to \$33.79. 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.

- (5) On June 1, 2012, the reporting person was granted 26,700 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date, subject to continued service on each applicable vesting date.
- (6) On June 1, 2011, the reporting person was granted 6,300 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date, subject to continued service on each applicable vesting date.

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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