

PASEK RONALD J
Form 4
May 18, 2018

FORM 4

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

OMB APPROVAL

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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 *
PASEK RONALD J

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)
1395 CROSSMAN AVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2017

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

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/30/2017 | | J ⁽¹⁾ | | 704 A \$ 21.3095 | D | |
| Common Stock | 05/16/2018 | | M | | 16,032 A \$ 0 ⁽²⁾ | D | |
| Common Stock | 05/16/2018 | | F | | 5,826 D \$ 70.68 | D | |
| Common Stock | 05/16/2018 | | A | | 47,964 ⁽³⁾ A \$ 0 ⁽⁴⁾ | D | |
| Common Stock | 05/16/2018 | | F | | 23,780 D \$ 70.68 | 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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(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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Restricted Stock Unit | \$ 0 | 05/16/2018 | | M | 16,032 | 05/16/2017 ⁽⁵⁾ 05/16/2023 | Common Stock 16,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PASEK RONALD J 1395 CROSSMAN AVE SUNNYVALE, CA 94089 | | | EVP Finance & Operations, CFO | |

Signatures

By: Roberta S Cohen Attorney-in-Fact For: Ronald J Pasek 05/18/2018

____ 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) Shares acquired under the NetApp's 1999 Employee Stock Purchase Plan on November 30, 2017.
- (2) Restricted stock units convert into stock on a one-for-one basis.
- (3) Represents the settlement of performance share units originally granted on June 1, 2016.
- (4) Performance stock units convert into stock on a one-for-one basis.
- (5) On May 16, 2016, the reporting person was granted 64,129 restricted stock units, vesting in four equal annual installments beginning on May 16, 2017 and 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. 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.