

NetApp, Inc.  
Form 4  
September 04, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WARMENHOVEN DANIEL J

(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)  
09/02/2014

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)

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                    | 09/02/2014                           |  | M <sup>(1)</sup>               |   | 20,000  | A  | \$ 29.24  |
|                                 |                                      |  |                                |   |   |  | 20,000  |
| Common Stock                    | 09/02/2014                           |  | S <sup>(1)</sup>               |   | 20,000  | D  | \$ 42.0369  |
|                                 |                                      |  |                                |   |   |  | 0   |
| Common Stock                    | 09/02/2014                           |  | M <sup>(1)</sup>               |   | 40,000  | A  | \$ 20.69  |
|                                 |                                      |  |                                |   |   |  | 40,000  |
| Common Stock                    | 09/02/2014                           |  | S <sup>(1)</sup>               |   | 40,000  | D  | \$ 42.0397  |
|                                 |                                      |  |                                |   |   |  | 0   |
| Common Stock                    | 09/02/2014                           |  | M <sup>(1)</sup>               |   | 20,000  | A  | \$ 29.24  |
|                                 |                                      |  |                                |   |   |  | 20,000  |

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Stock

|              |            |                         |        |   |                             |           |   |                         |
|--------------|------------|-------------------------|--------|---|-----------------------------|-----------|---|-------------------------|
| Common Stock | 09/02/2014 | <u>S</u> <sup>(1)</sup> | 20,000 | D | \$<br>42.0379<br><u>(2)</u> | 0         | D |                         |
| Common Stock | 09/02/2014 | <u>M</u> <sup>(1)</sup> | 40,000 | A | \$ 20.69                    | 40,000    | D |                         |
| Common Stock | 09/02/2014 | <u>S</u> <sup>(1)</sup> | 40,000 | D | \$<br>42.0395<br><u>(2)</u> | 0         | D |                         |
| Common Stock |            |                         |        |   |                             | 2,127,774 | I | by Trust                |
| Common Stock |            |                         |        |   |                             | 38,032    | I | by Trust2<br><u>(4)</u> |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 20.69   | 09/02/2014                           |  | <u>M</u> <sup>(1)</sup>        | 40,000  | <u>(5)</u> 05/31/2016                                    | Common Stock  | 40,000                     |
| Non-Qualified Stock Option (right to buy)  | \$ 20.69   | 09/02/2014                           |  | <u>M</u> <sup>(1)</sup>        | 40,000  | <u>(5)</u> 05/31/2016                                    | Common Stock  | 40,000                     |
| Non-Qualified Stock Option (right to buy)  | \$ 29.24   | 09/02/2014                           |  | <u>M</u> <sup>(1)</sup>        | 20,000  | <u>(5)</u> 05/31/2015                                    | Common Stock  | 20,000                     |
| Non-Qualified Stock Option (right to buy)  | \$ 29.24   | 09/02/2014                           |  | <u>M</u> <sup>(1)</sup>        | 20,000  | <u>(5)</u> 05/31/2015                                    | Common Stock  | 20,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| WARMENHOVEN DANIEL J<br>495 EAST JAVA DRIVE<br>SUNNYVALE, CA 94089 |               |           | X       |       |

## Signatures

By: Roberta S Cohen Attorney-in-Fact For: Daniel J Warmenhoven

09/04/2014

\_\_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 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 \$41.96 to \$42.31. The reporting person will
- (2) 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.  
The price in Column 4 is a weighted average price. The prices actually received ranged from \$41.96 to \$42.32. The reporting person will
- (3) 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.
- (4) Shares held in trust by Peter F. Warmenhoven, trustee to The Daniel J. Warmenhoven 1991 Children's Trust. Reporting person disclaims beneficial ownership of such shares.
- (5) Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month anniversary of the grant 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.