F5 NETWORKS INC

Form 4

August 02, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

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January 31,

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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 may continue. 30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

08/01/2013

(Print or Type Responses)

See Instruction

EAMES EDWARD JULIAN Sym			Symbol	•				ıg	5. Relationship of Reporting Person(s) to Issuer			
		F5 NETWORKS INC [FFIV]					(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction						**			
C/O E5 NE	(Month/Day/Year) 07/31/2013						Director 10% Owner X Officer (give title Other (specify					
C/O F5 NE ELLIOTT							below) EVP, Business Operations					
	4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
`				iled(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
SEATTLE, WA 98119									Person			
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							ly Owned				
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	med on Date, if Day/Year)	3. Transacti Code (Instr. 8)	on(A) (Inst		sposed		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)	
Common Stock	07/31/2013			A	2,4 (1)	19	A	\$0	25,426	D		
Common Stock	08/01/2013			M	12,	745	A	\$0	38,171	D		
								\$				

10,235 D

88.31

(3)

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

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D

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)		1 5 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (4)	\$ 0	08/01/2013		M	10,720	(5)	<u>(6)</u>	Common Stock	10,720	
Restricted Stock Units (4)	\$ 0	08/01/2013		M	676	<u>(7)</u>	<u>(6)</u>	Common Stock	676	
Restricted Stock Units (4)	\$ 0	08/01/2013		M	394	(8)	<u>(6)</u>	Common Stock	394	
Restricted Stock Units (4)	\$ 0	08/01/2013		M	955	<u>(9)</u>	<u>(6)</u>	Common Stock	955	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
EAMES EDWARD JULIAN C/O F5 NETWORKS, INC. 401 ELLIOTT AVE. WEST SEATTLE, WA 98119			EVP, Business Operations				

Signatures

/s/ Jeffrey A. Christianson by Power of Attorney 08/02/2013

**Signature of Reporting Person

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).

Reporting Owners 2

Date

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- (1) Shares acquired based on performance targets for the August 2, 2010, August 1, 2011, November 9, 2011, and November 1, 2012 awards of Restricted Stock Units.
- (2) Shares acquired upon vesting of the August 2, 2010, August 1, 2011, November 9, 2011, and November 1, 2012 awards of service-based Restricted Stock Units.
- (3) This transaction was executed pursuant to a Rule 10b5-1 trading plan.
- (4) Each Restricted Stock Unit represents a contingent right to receive one share of F5 Networks, Inc. Common Stock on the vest date.
- (5) 8,635 of the service-based Restricted Stock Units awarded August 2, 2010 vest in twelve equal quarterly increments beginning November 1, 2010; an additional 10,000 Restricted Stock Units vest August 1, 2013.
- (6) If the reporting person continues to serve as an officer of the Company on the vest date, the corresponding number of shares of Common Stock of F5 Networks, Inc. will be issued to the reporting person on the vest date.
- (7) The August 1, 2011 award of service-based Restricted Stock Units vests in twelve equal quarterly increments beginning November 1, 2011.
- (8) The November 9, 2011 award of service-based Restricted Stock Units vests in twelve equal quarterly increments beginning February 1, 2012.
- (9) The November 1, 2012 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2013.

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.