Edgar Filing: F5 NETWORKS INC - Form 4

F5 NETWOR	RKS INC									
Form 4 February 03,	2014									
									OMB APPROVAL	
Washington, D.C. 20549								OMB Number:	3235-0287	
Check this if no longe									January 31, 2005	
subject to Section 16 Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							Estimated burden hou	average urs per	
Form 5 obligation may conti <i>See</i> Instru 1(b).	Filed pursuant s Section 17(a) of t	response 0.5 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							. 0.5	
(Print or Type R	esponses)									
EAMES EDWARD JULIAN S			2. Issuer Name and Ticker or Trading Symbol F5 NETWORKS INC [FFIV]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)		3. Date of Earliest Transaction (C					eck all applicable)		
C/O F5 NET ELLIOTT A		(Month/Day/Year) 01/30/2014				Director 10% Owner X Officer (give title Other (specify below) below) EVP, Business Operations				
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
SEATTLE, V	WA 98119						Person	viore than One K	eporung	
(City)	(State) (Zip)	Table	e I - Non-D	erivative	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date (Instr. 3) any		3.4. Securitieste, ifTransactionAcquired (A) orCodeDisposed of (D)Year)(Instr. 8)(Instr. 3, 4 and 5)			SecuritiesHBeneficially(OwnedI	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial		
Common	01/30/2014		Code V A	Amount 3,073	(A) or (D) A	Price \$ 0	Reported Transaction(s) (Instr. 3 and 4) 31,993	D		
Stock Common Stock	02/01/2014		М	(1) 2,971 (2)	А	\$ 0	34,964	D		

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

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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. Transactic Code (Instr. 8)	5. Number orof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year) curities quired or eposed (D) str. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (3)	\$ 0	02/01/2014		М	676	(4)	(5)	Common Stock	676	\$ (
Restricted Stock Units (3)	\$ 0	02/01/2014		М	394	(6)	(5)	Common Stock	394	\$ (
Restricted Stock Units (3)	\$ 0	02/01/2014		М	955	(7)	(5)	Common Stock	955	\$ 0
Restricted Stock Units (3)	\$ 0	02/01/2014		М	946	(8)	(5)	Common Stock	946	\$ C

Reporting Owners

Reporting Owner Name / Address	Relationships							
I O O O O O O O O O O O O O O O O O O O	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/ Scot F. Rogers by Power of Attorney	6.		02/03/2014					
**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).

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- (1) Shares acquired based on performance targets for the August 1, 2011, November 9, 2011, November 1, 2012, and November 1, 2013 awards of Restricted Stock Units.
- (2) Shares acquired upon vesting of the August 1, 2011, November 9, 2011, November 1, 2012, and November 1, 2013 awards of service-based Restricted Stock Units.
- (3) Each Restricted Stock Unit represents a contingent right to receive one share of F5 Networks, Inc. Common Stock on the vest date.
- (4) The August 1, 2011 award of service-based Restricted Stock Units vests in twelve equal quarterly increments beginning November 1, 2011.
- (5) 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.
- (6) The November 9, 2011 award of service-based Restricted Stock Units vests in twelve equal quarterly increments beginning February 1, 2012.
- (7) The November 1, 2012 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2013.
- (8) The November 1, 2013 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2014.

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.