F5 NETWORKS INC

Form 4

February 03, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Rivelo Manuel Felix

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First)

(Middle)

(Zip)

F5 NETWORKS INC [FFIV]

3. Date of Earliest Transaction

01/30/2014

(Check all applicable)

(Month/Day/Year)

Director 10% Owner Other (specify X_ Officer (give title

below) EVP, Strategic Solutions

C/O F5 NETWORKS, INC., 401 ELLIOTT AVE. WEST

(Street)

(State)

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

Person Dominative Committee Apprimed Disposed of an Domesically O

SEATTLE, WA 98119

(City)

(- 3)	()	1 able 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ities		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or			or	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	de Disposed of (D)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership		
							Following	(Instr. 4)	(Instr. 4)	
							Reported			
					(A)		Transaction(s)			
			C 1 W		or	ъ.	(Instr. 3 and 4)			
			Code V	Amount	(D)	Price				
Common	01/30/2014		A	1,965	Α	\$0	12,663	D		
Stock	01/00/201			(1)		Ψ 0	12,000	_		
Common				4,401						
	02/01/2014		M	(2)	A	\$0	17,064	D		
Stock				(2)						

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 out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and J. Underlying S. (Instr. 3 and	Securities	8. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (3)	\$ 0	02/01/2014		M	2,500	<u>(4)</u>	<u>(5)</u>	Common Stock	2,500	\$
Restricted Stock Units (3)	\$ 0	02/01/2014		M	955	<u>(6)</u>	<u>(5)</u>	Common Stock	955	\$
Restricted Stock Units (3)	\$ 0	02/01/2014		M	946	<u>(7)</u>	<u>(5)</u>	Common Stock	946	\$

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Rivelo Manuel Felix C/O F5 NETWORKS, INC. 401 ELLIOTT AVE. WEST SEATTLE, WA 98119

EVP, Strategic Solutions

Signatures

/s/ Scot F. Rogers by Power of Attorney 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).
- (1) Shares acquired based on performance targets for the November 1, 2012 and November 1, 2013 awards of Restricted Stock Units.
- (2) Shares acquired upon vesting of the 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)

Reporting Owners 2

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Twenty-five percent (25%) of the November 1, 2011 award of service-based Restricted Stock Units vested on November 1, 2012, and the remaining seventy-five percent (75%) vests in twelve equal quarterly increments beginning February 1, 2013.

- (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 1, 2012 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2013
- (7) 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.