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

OMB APPROVAL

Number:

3235-0287 January 31,

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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 * Rogers Scot Frazier

(Middle)

5. Relationship of Reporting Person(s) to Issuer

Symbol

(First) (Last)

F5 NETWORKS INC [FFIV]

2. Issuer Name and Ticker or Trading

(Check all applicable)

C/O F5 NETWORKS, INC., 401

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

Director X_ Officer (give title 10% Owner

02/01/2014

below)

Other (specify below)

ELLIOTT AVE. WEST

Interim General Counsel

6. Individual or Joint/Group Filing(Check

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

3.

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SEATTLE, WA 98119

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned

5. Amount of Following

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(A) or

Transaction(s)

(D) Price

(Instr. 3 and 4)

2,957

Reported

Common Stock

02/01/2014

Code V Amount 1,823 M \$0 (1)

4. Securities

D

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (2)	\$ 0	02/01/2014		M		442	(3)	<u>(4)</u>	Common Stock	442	\$
Restricted Stock Units (2)	\$ 0	02/01/2014		M	1	1,381	<u>(5)</u>	<u>(4)</u>	Common Stock	1,381	\$

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Rogers Scot Frazier C/O F5 NETWORKS, INC. 401 ELLIOTT AVE. WEST SEATTLE, WA 98119

Interim General Counsel

Signatures

/s/ Scot F. 02/03/2014 Rogers

**Signature of Date
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).
- (1) Shares acquired upon vesting of the August 1, 2012 and November 1, 2013 awards of service-based Restricted Stock Units.
- Each Restricted Stock Unit represents a contingent right to receive one share of F5 Networks, Inc. Common Stock on the vest date.
- (3) The service-based Restricted Stock Units outstanding under this 8/1/2012 grant vest as follows: 441 vest 11/1/2013, 442 vest 2/1/2014, 442 vest 5/1/2014, and 442 vest 8/1/2014.
- 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.
- Twenty-five percent (25%) of the November 1, 2013 award of service-based Restricted Stock Units vest February 1, 2014, and the remaining seventy-five percent (75%) vest in seven equal quarterly increments beginning May 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.

Reporting Owners 2

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