

WARMENHOVEN DANIEL J  
 Form 4  
 April 15, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

(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)  
**04/14/2009**

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)  
**Chief Executive Officer**

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                    | 04/14/2009                           |  | M <sup>(1)</sup>               |   | 200,000   | A  | \$ 11.25  |
|                                 |                                      |  |                                |   |   |  | 2,359,985   |
| Common Stock                    | 04/14/2009                           |  | S <sup>(1)</sup>               |   | 300,000   | D  | \$ 17.1001  |
|                                 |                                      |  |                                |   |   |  | 2,059,985   |
| Common Stock                    |                                      |  |                                |   |   |  | 46,739  |
| Common Stock                    |                                      |  |                                |   |   |  | 970,000   |
|                                 |                                      |  |                                |   |   |  | 78,962  |

Common  
Stock

by Trust2  
(5)

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) |              |    |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----|
|  |  |                                      |  | Code V (A) (D)                 | Date Exercisable  | Expiration Date  | Title   | Amount       |    |
| Non-Qualified Stock Option (right to buy)  | \$ 11.25   | 04/14/2009                           |  | M <sup>(1)</sup>               | 200,000   | <u>(6)</u>   | 05/24/2009  | Common Stock | 20 |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships  |
|--|--|
|  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other |
| WARMENHOVEN DANIEL J<br>495 EAST JAVA DRIVE<br>SUNNYVALE, CA 94089 | Chief Executive Officer  |

## Signatures

By: Janice Mahoney by Power of Attorney For: Daniel J. Warmenhoven  
 \_\_\_\_\_  
 \*\*Signature of Reporting Person

04/15/2009  
 \_\_\_\_\_  
 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 option exercise(s) and sale(s) reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 18, 2009.
- (2) Shares held in trust by Daniel J. Warmenhoven & Charmaine A. Warmenhoven, trustees to The Warmenhoven 1987 Revocable Trust UTA dated 12/16/87, as amended.
- (3) The price in Column 4 is a weighted average price. The prices actually received ranged from \$17.10 to \$17.105. For all transactions reported in this Form 4 utilizing a weighted average price, the reporting person will provide to the issuer, any security holder of the issuer,

## Edgar Filing: WARMENHOVEN DANIEL J - Form 4

or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

- Shares held by Warmenhoven Ventures LP, a limited partnership of which the Warmenhoven Management Trust is the general partner, of
- (4) which the reporting person and his wife are the trustees. Reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
  - (5) Shares held in trust by Richard A. Andre, trustee to The Daniel J. Warmenhoven 1991 Children's Trust. Reporting person disclaims beneficial ownership of such shares.
  - (6) Option vests with respect to 25% of the option shares on the first anniversary of the grant date and the balance in a series of equal monthly installments over the next 36 months of service thereafter.

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.