**GUELICH KARL** Form 4 March 15, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

**OMB APPROVAL** 

OMB 3235-0287 Number: January 31,

2005 Estimated average burden hours per

Expires:

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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 See Instruction

(Print or Type Responses)

1(b).

**GUELICH KARL** Symbol F5 NETWORKS INC [FFIV] (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year)

C/O F5 NETWORKS, INC., 401 03/11/2011 ELLIOTT AVE. WEST

(State)

1. Name and Address of Reporting Person \*

4. If Amendment, Date Original (Street)

(Zip)

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X\_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

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

SEATTLE, WA 98119

(City)

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Security (Month/Day/Year) Execution Date, if Securities Form: Direct Indirect (Instr. 3) Code 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) or (Instr. 3 and 4) Code V Amount (D) Price

3,138 Common 03/11/2011 M \$0 18,259 D (1) Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	5. Number of stionDerivative Securities b) 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (2)	\$ 0	03/11/2011		M		3,138	03/11/2011	(3)	Common Stock	3,138
Restricted Stock Units (2)	\$ 0	03/14/2011		A	1,836		<u>(4)</u>	<u>(4)</u>	Common Stock	1,836

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GUELICH KARL C/O F5 NETWORKS, INC. 401 ELLIOTT AVE. WEST SEATTLE, WA 98119	X					

## **Signatures**

/s/ Jeffrey A. Christianson by Power of
Attorney

\*\*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 received upon vesting of the March 11, 2010 grant of Restricted Stock Units.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock of F5 Networks, Inc. on the vest date.
- One share of Common Stock of F5 Networks, Inc. was issued to the reporting person for each Restricted Stock Unit that vested on March 11, 2011.
- Restricted Stock Units will fully vest on the first business day prior to the date of the annual shareholder meeting for fiscal 2011 (to be (4) held in 2012) if the reporting person continues to serve as a director on the vest date, and the corresponding number of shares of Common Stock of F5 Networks, Inc. will be issued to the reporting person on the vest date.

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. ft" valign="top">

Theodore H. Elliott, Jr. Director /s/ Franklin Myers

Reporting Owners 2

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Franklin Myers Director April 4, 2005 /s/ S. James Nelson, Jr.

S. James Nelson, Jr. Director April 4, 2005 /s/ John N. Seitz

John N. Seitz Director April 4, 2005

Sam K. Smith Director

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### **INDEX TO EXHIBITS**

4.1	Form of Stock Option Award Agreement pursuant to which participants in the Input/Output, Inc. GX Technology Corporation Employment Inducement Stock Option Program are to be granted employment inducement stock options to purchase shares of Common Stock of the Registrant under such program.
4.2	Stock Option Agreement pursuant to which TengBeng Koid is to be granted stock options to purchase shares of Common Stock of the Registrant, under the Input/Output, Inc. April 2005 Inducement Equity Program.
4.3	Restricted Stock Agreement pursuant to which TengBeng Koid is to be issued restricted Common Stock of the Registrant under the Input/Output, Inc. April 2005 Inducement Equity Program.
5.1	Opinion of Fulbright & Jaworski L.L.P.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Fulbright & Jaworski L.L.P. (included in the opinion of Fulbright & Jaworski L.L.P. filed as Exhibit 5.1 hereto).
24.1	Power of Attorney (included on the signature page hereto).

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