## Edgar Filing: SCHICIANO KENNETH T - Form 4

#### SCHICIANO KENNETH T

Form 4

Common

Common

10/30/2006

Stock

Stock

November 01, 2006

November 01, 20	)06										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
	UNITE	) STATES		ITIES Al hington,			NGE (	COMMISSION	OMB Number:	3235-0287	
Check this box if no longer									Expires:	January 31, 2005	
subject to Section 16. Form 4 or	F CHANGES IN BENEFICIAL OWNEI SECURITIES					NERSHIP OF	Estimated average burden hours per response 0.				
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17	7(a) of the		ility Hold	ing Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40	n		
(Print or Type Respo	onses)										
1. Name and Addres	2. Issuer Name and Ticker or Trading Symbol				g	5. Relationship of Reporting Person(s) to Issuer					
			NETSCOUT SYSTEMS INC [NTCT]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of (Month/Da	Earliest Tra ay/Year)	nsaction			X Director Officer (give below)		6 Owner er (specify	
JOHN HANCO CLARENDON			10/30/20	006				below)	ociow)		
	(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						
BOSTON, MA	02116							Form filed by N Person			
(City)	(State)	(Zip)	Table	I - Non-Do	erivative S	ecurit	ties Ac	quired, Disposed of	f, or Beneficia	lly Owned	
	Transaction D onth/Day/Yea	ar) Execution	emed on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D	)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock				,		(-)		93,259	I	See Footnote 1	

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

M

5,535 A

See

(3)

Footnote 3

26,837

11,148

<u>(6)</u>

Ι

D

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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)	4. Transactic 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 Securities (Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Directors Option	\$ 5.41				10/14/2004(4)	10/14/2013	Common	10,000
Directors Option	\$ 21.25				09/22/2003(5)	09/22/2012	Common	30,000
Directors Option	\$ 5.67				09/15/2005(2)	09/15/2014	Common	10,000
Directors Option	<u>(6)</u>	10/30/2006	M	5,535	09/13/2006	<u>(7)</u>	Common	5,535

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
SCHICIANO KENNETH T JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116	X					
Signatures						
Kenneth T. Schiciano	11/01					
**Signature of Reporting Person	Da	ate				
By: Thomas P. Alber, Attorney-in-Fact	11/01	1/2006				
**Signature of Reporting Person	Da	ate				

Reporting Owners 2

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## **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).
- The reporting person may be deemed to have an indirect pecuniary interest as a member of TA Investors LLC in 93,259 shares of (1) Common Stock. The reporting person disclaims beneficial ownership of all such securities, except to the extent of 14,311 shares of Common Stock as to which he holds a pecuniary interest.
- 10,000 stock options are exercisable on 9/15/05, provided that during such year, the reporting person attends at least 75% of the meetings (2) of any committee of the Board of which the reporting person is a member. In the event the attendance requirements are not met, the
- options will not become exercisable until 9/15/07.

  The reporting person may be deemed to have an indirect pecuniary interest as a partner of High Street Partners L.P. in 26,837 shares of
- (3) Common Stock. The reporting person disclaims beneficial ownership of all such securities, except to the extent of 3,354 shares of Common Stock as to which he holds a pecuniary interest.
- 10,000 stock options are exercisable on 10/14/04, provided that during such year, the reporting person attends at least 75% of the (4) meetings of any committee of the Board of which the reporting person is a member. In the event the attendance requirements are not met, the options will not become exercisable until 10/14/06.
- (5) Options fully exercisable on 9/22/03.
- (6) Price is N/A.
- (7) Date is N/A.

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.