

NETSUITE INC
Form 4
March 04, 2014

FORM 4

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

OMB APPROVAL

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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 *
McGeever James

(Last) (First) (Middle)

C/O NETSUITE INC., 2955
CAMPUS DRIVE, SUITE 100

(Street)

SAN MATEO, CA 94403

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETSUITE INC [N]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2014

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 Operating 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	(D)	Price
Common Stock	02/28/2014		M ⁽¹⁾		1,563	A	\$ 12.4
					271,990		⁽²⁾
Common Stock	02/28/2014		M ⁽¹⁾		443	A	\$ 29.32
					272,433		
Common Stock	02/28/2014		M ⁽¹⁾		381	A	\$ 46.78
					272,814		
Common Stock	02/28/2014		S ⁽¹⁾		500	D	\$ 114.027 ⁽³⁾
					272,314		
Common Stock	02/28/2014		S ⁽¹⁾		600	D	\$ 114.905 ⁽³⁾
					271,714		

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Common Stock	02/28/2014		<u>S⁽¹⁾</u>	200	D	\$ <u>116.6</u> (3)	271,514	D
Common Stock	02/28/2014		<u>S⁽¹⁾</u>	700	D	\$ <u>117.7293</u> (3)	270,814	D
Common Stock	02/28/2014		<u>S⁽¹⁾</u>	387	D	\$ <u>118.7007</u> (3)	270,427	D

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. 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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 12.4	02/28/2014		<u>M⁽¹⁾</u>	1,563	<u>(4)</u> 03/03/2020	Common Stock	1,563
Employee Stock Option (right to buy)	\$ 29.32	02/28/2014		<u>M⁽¹⁾</u>	443	<u>(5)</u> 03/07/2021	Common Stock	443
Employee Stock Option (right to buy)	\$ 46.78	02/28/2014		<u>M⁽¹⁾</u>	381	<u>(6)</u> 03/06/2022	Common Stock	381

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McGeever James C/O NETSUITE INC. 2955 CAMPUS DRIVE, SUITE 100 SAN MATEO, CA 94403			Chief Operating Officer	

Signatures

/s/ Adriana Botto, by power of attorney 03/04/2014

**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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 14, 2012.
- (2) Amount of Securities Beneficially Owned Following Reported Transaction(s) has been adjusted by one share to reflect the award of 30,762 performance share units on February 15, 2014 not 30,761 performance share units as previously reported.

The sale prices reported in column 4 of Table 1 represent the weighted average sale price of the shares sold ranging from \$113.655 to \$114.39, \$114.72 to \$115.20, \$116.17 to \$117.03, \$117.26 to \$118.09, and \$118.50 to \$118.91, per share, respectively. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (3) The sale prices reported in column 4 of Table 1 represent the weighted average sale price of the shares sold ranging from \$113.655 to \$114.39, \$114.72 to \$115.20, \$116.17 to \$117.03, \$117.26 to \$118.09, and \$118.50 to \$118.91, per share, respectively. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (4) This option vests in forty-eight equal monthly installments beginning on April 3, 2010.
- (5) This option vests in forty-eight equal monthly installments beginning on April 3, 2011.
- (6) This option vests in forty-eight equal monthly installments beginning on April 3, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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