NETSUITE INC Form 4 July 31, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

OMB APPROVAL

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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)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading THOMPSON KEVIN B Issuer Symbol NETSUITE INC [N] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Officer (give title Other (specify 2955 CAMPUS DRIVE, SUITE 100 07/29/2015 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAN MATEO, CA 94403 Person

(City)	(State)	Zip) 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. Transactic Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D) 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)
Common Stock	07/29/2015		Code V S	Amount 2,165	(D)	Price \$ 95.68 <u>(1)</u>	7,044	D	
Common Stock	07/29/2015		M	1,581	A	\$ 37.06	8,625	D	
Common Stock	07/29/2015		M	1,770	A	\$ 45.99	10,395	D	
Common Stock	07/29/2015		S	3,351	D	\$ 96.54	7,044	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)

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 out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	vative Expiration Date ies (Month/Day/Year ed ed of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Non-qualified Stock Option (right to buy)	\$ 37.06	07/29/2015		M	1,581	(2)	05/26/2021	Common Stock	1,581
Non-qualified Stock Option (right to buy)	\$ 45.99	07/29/2015		M	1,770	(3)	06/13/2022	Common Stock	1,770

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

THOMPSON KEVIN B

2955 CAMPUS DRIVE, SUITE 100 X SAN MATEO, CA 94403

Signatures

/s/ Douglas Solomon, Attorney-in-fact to the Reporting
Person 07/31/2015

**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).
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$95.935 to

 (1) \$96.79, per share. 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.
- (2) 1/4th of the shares subject to the option vest each quarter after the vesting commencement date of May 26, 2011.

Reporting Owners 2

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(3) 1/12th of the shares subject to the option vest each month after the vesting commencement date of June 13, 2012.

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.