

NetApp, Inc.  
Form 4  
September 04, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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

2. Issuer Name and Ticker or Trading Symbol  
NetApp, Inc. [NTAP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
495 EAST JAVA DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/02/2014

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

SUNNYVALE, CA 94089

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting 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. 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	09/02/2014		M <sup>(1)</sup>		20,000	A	\$ 29.24
							20,000
Common Stock	09/02/2014		S <sup>(1)</sup>		20,000	D	\$ 42.0369
							0
Common Stock	09/02/2014		M <sup>(1)</sup>		40,000	A	\$ 20.69
							40,000
Common Stock	09/02/2014		S <sup>(1)</sup>		40,000	D	\$ 42.0397
							0
Common Stock	09/02/2014		M <sup>(1)</sup>		20,000	A	\$ 29.24
							20,000

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Stock

Common Stock	09/02/2014	<u>S</u> <sup>(1)</sup>	20,000	D	\$ <u>(2)</u> 42.0379	0	D	
Common Stock	09/02/2014	<u>M</u> <sup>(1)</sup>	40,000	A	\$ 20.69	40,000	D	
Common Stock	09/02/2014	<u>S</u> <sup>(1)</sup>	40,000	D	\$ <u>(2)</u> 42.0395	0	D	
Common Stock						2,127,774	I	by Trust
Common Stock						38,032	I	by Trust2 <u>(4)</u>

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.**

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(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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 20.69	09/02/2014		<u>M</u> <sup>(1)</sup>	40,000	<u>(5)</u> 05/31/2016	Common Stock	40,000
Non-Qualified Stock Option (right to buy)	\$ 20.69	09/02/2014		<u>M</u> <sup>(1)</sup>	40,000	<u>(5)</u> 05/31/2016	Common Stock	40,000
Non-Qualified Stock Option (right to buy)	\$ 29.24	09/02/2014		<u>M</u> <sup>(1)</sup>	20,000	<u>(5)</u> 05/31/2015	Common Stock	20,000
Non-Qualified Stock Option (right to buy)	\$ 29.24	09/02/2014		<u>M</u> <sup>(1)</sup>	20,000	<u>(5)</u> 05/31/2015	Common Stock	20,000

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARMENHOVEN DANIEL J 495 EAST JAVA DRIVE SUNNYVALE, CA 94089		X		

# Signatures

By: Roberta S Cohen Attorney-in-Fact For: Daniel J Warmenhoven

09/04/2014

\_\_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 transaction(s) reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.  
The price in Column 4 is a weighted average price. The prices actually received ranged from \$41.96 to \$42.31. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (2) The price in Column 4 is a weighted average price. The prices actually received ranged from \$41.96 to \$42.32. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (3) Shares held in trust by Peter F. Warmenhoven, trustee to The Daniel J. Warmenhoven 1991 Children's Trust. Reporting person disclaims beneficial ownership of such shares.
- (4) Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month anniversary of the grant date.
- (5)

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.