

NetApp, Inc.
Form 4
June 05, 2015

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 *
FAWCETT MATTHEW K

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

SUNNYVALE, CA 94089

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/03/2015

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)
SVP, GC & Secretary

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|
| | | | Code | V | Amount or Price | | | | |
| Common Stock | 06/03/2015 | | M | | 6,250 | A | Ⓛ 20,746 | D | |
| Common Stock | 06/03/2015 | | F | | 2,348 | D | \$ 33.245 | 18,398 | D |
| Common Stock | 06/03/2015 | | M | | 10,625 | A | Ⓛ 29,023 | D | |
| Common Stock | 06/03/2015 | | F | | 3,992 | D | \$ 33.245 | 25,031 | D |

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

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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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit | \$ 0 | 06/03/2015 | | M | 6,250 | (2) (2) | Common Stock | 6,250 |
| Restricted Stock Unit | \$ 0 | 06/03/2015 | | M | 10,625 | (3) (3) | Common Stock | 10,625 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FAWCETT MATTHEW K 495 EAST JAVA DRIVE SUNNYVALE, CA 94089 | | | SVP, GC & Secretary | |

Signatures

By: Roberta S. Cohen Attorney-in-Fact For: Matthew K. Fawcett 06/05/2015

__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).

(1) Restricted stock units convert into common stock on a one-for-one basis.

(2) On June 3, 2013, the reporting person was granted 25,000 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date, subject to continued service on each applicable vesting date.

(3) On June 3, 2014, the reporting person was granted 42,500 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date, subject to continued service on each applicable vesting date.

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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