

Galen Douglas J
 Form 4
 March 26, 2010

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 *
 Galen Douglas J

(Last) (First) (Middle)

C/O SHUTTERFLY INC, 2800
 BRIDGE PARKWAY

(Street)

REDWOOD CITY, CA 94065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 SHUTTERFLY INC [SFLY]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/24/2010

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)
 SR VP, BUS & CORP DEVELOPM

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)
Common Stock	03/24/2010		M ⁽¹⁾	A	\$ 5.5 40,974	D	
Common Stock	03/24/2010		S ⁽¹⁾	D	\$ 24.0943 25,974	D	
Common Stock	03/24/2010		M ⁽¹⁾	A	\$ 10.39 40,974	D	
Common Stock	03/24/2010		S ⁽¹⁾	D	\$ 24.0943 25,974	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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 5.5	03/24/2010		M ⁽¹⁾	15,000	⁽³⁾ 03/18/2015	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 10.39	03/24/2010		M ⁽¹⁾	15,000	⁽⁴⁾ 05/09/2016	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Galen Douglas J C/O SHUTTERFLY INC 2800 BRIDGE PARKWAY REDWOOD CITY, CA 94065			SR VP, BUS & CORP DEVELOPM	

Signatures

/s/ John Kaelle,
attorney-in-fact

03/26/2010

__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)

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The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 11, 2009.

- (2) Represents the weighted average sales price per share. The prices actually received ranged from \$23.90 to \$24.34. 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) Option vests as to 25% of the shares subject to the grant on March 31, 2006, and as to an additional 1/48th of the total number of shares subject to the grant at the end of each full month thereafter.
- (4) Option vests as to 25% of the shares subject to the grant on May 9, 2007, and as to an additional 1/48th of the total number of shares subject to the grant at the end of each full month thereafter.

Remarks:

This Statement confirms that the undersigned, Douglas J. Galen, has authorized and designated John A. Kaelle and Douglas A.

/s/Douglas J. Galen

Date: May 13, 2009

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.