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NETSCOUT SYSTEMS INC Form 4 July 10, 2007									
Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursu	 ONTED STATES SECONTIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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 							PROVAL 3235-0287 January 31, 2005 verage 's per 0.5	
(Print or Type Responses)									
1. Name and Address of Reporting Po TA INVESTORS LLC	er Name and COUT SY			-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)(First)(Middle)3. Date of Earliest Transaction (Month/Day/Year)JOHN HANCOCK TOWER, 20007/06/2007CLARENDON ST, 56TH FLOOR07/06/2007					Director10% Owner Officer (give titleXOther (specify below) below) See General Remarks				
(Street) BOSTON, MA 02116	4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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									
		ed3.4. Securities AcquiredDate, ifTransactior(A) or Disposed of (D)Code(Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common 07/06/2007 Stock		Code V S	Amount 1,367		Price \$ 8.6583	(Instr. 3 and 4) 75,722	D		
Common 07/09/2007 Stock		S	1,622	D	\$ 8.7037	74,100	D		
Common 07/10/2007 Stock		S	1,919	D	\$ 8.6594	72,181	D		

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

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(9-02)

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displays a currently valid OMB control number.

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)	4. Transacti Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
TA INVESTORS LLC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116				See General Remarks			
Signatures							
TA Investors LLC		07/10/2007	7				
<u>**</u> Signature of Reporting Person		Date					
By: TA Associates, Inc., its Manager		07/10/2007	7				
<u>**</u> Signature of Reporting Person		Date					
By: Thomas P. Alber, Chief Financial Officer		07/10/2007	7				
<u>**</u> Signature of Reporting Person		Date					
Evelowether of Deeren							

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).

Remarks:

Member of a group which owns more than 10% in the aggregate.

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.