NETSCOUT SYSTEMS INC

Form 4 August 23, 2010

FORM 4

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

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

SINGHAL ANIL K

(First) (Middle)

C/O NETSCOUT SYSTEMS. INC., 310 LITTLETON ROAD

(Street)

(State)

WESTFORD, MA 01886

(Zip)

2. Issuer Name and Ticker or Trading

Symbol

NETSCOUT SYSTEMS INC [NTCT]

3. Date of Earliest Transaction

(Month/Day/Year) 08/20/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Price Code V Amount (D) See Common J(1)08/20/2010 400,000 (2) I Footnote D 3,316,848 Stock

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exerc | | 7. Title a | | 8. Price of | 9. Nu |
|--------------------------------------|---|---------------------|---|-----------------|---|---------------------|--------------------|---|-------|--------------------------------------|--|
| Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | Amount of Underlying Securities (Instr. 3 and 4) | | Derivative Security (Instr. 5) | Deriv Secur Bene Owne Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | or Title N of | umber | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---------------------------------|---------------|-----------|-------------------------|-------|--|--|--|
| reporting 6 wher runner runners | Director | 10% Owner | Officer | Other | | | |
| SINGHAL ANIL K | | | | | | | |
| C/O NETSCOUT SYSTEMS, INC. | X | X | Chief Executive Officer | | | | |
| 310 LITTLETON ROAD | Λ | Λ | Chief Executive Officer | | | | |
| WESTFORD, MA 01886 | | | | | | | |

Signatures

/s/ Anil K.
Singhal

**Signature of Reporting Person

O8/23/2010

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 transfer was made without the receipt of consideration by the reporting person to a blind trust in connection with a 10b5-1 trading
- (1) plan. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose.
- (2) Price is not applicable. The shares of Common Stock were transferred without consideration.
- (3) The shares of Common Stock are beneficially owned by various trusts for the benefit of the reporting person and his spouse.

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.

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