DOWNING JOHN

Form 4 February 02, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

2. Issuer Name and Ticker or Trading

NETSCOUT SYSTEMS INC

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

DOWNING JOHN

(Last) (First)

C/O NETSCOUT SYSTEMS.

INC., 310 LITTLETON ROAD

(Street)

(State)

(Middle)

(Zip)

01/31/2012

(Month/Day/Year)

Symbol

[NTCT]

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

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

SVP, WorldwideSalesOperations

Applicable Line)

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

6. Individual or Joint/Group Filing(Check

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

WESTFORD, MA 01886

(City)

| | | | • | , . , | | • |
|--------------------------------------|-------------------------------|-------------------------|--|---|--|---|
| 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3. Transactio | 4. Securities Acquired (A) our Disposed of (D) | 5. Amount of Securities | 6. Ownership | 7. Nature of Indirect |
| | any | Code | (Instr. 3, 4 and 5) | Beneficially | Form: | Beneficial |
| | (Month/Day/Year) | (Instr. 8) | | Owned | Direct (D) | Ownership |
| | • • | | | Following | or Indirect | (Instr. 4) |
| | | | (4) | Reported | (I) | |
| | | | | Transaction(s) | (Instr. 4) | |
| | | Code V | Amount (D) Price | (Instr. 3 and 4) | | |
| 01/31/2012 | | S <u>(1)</u> | (1) | 43,509 | D | |
| | (Month/Day/Year) | any (Month/Day/Year) | (Month/Day/Year) Execution Date, if Transacti any Code (Month/Day/Year) (Instr. 8) Code V | $(Month/Day/Year) \begin{array}{ccccccccccccccccccccccccccccccccccc$ | (Month/Day/Year) Execution Date, if any Code (Instr. 3, 4 and 5) Enertically (Month/Day/Year) (Instr. 8) Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) O1/31/2012 S(I) 14 000 D 20 3721 43 500 | $(Month/Day/Year) \text{Execution Date, if any} \text{Code} (Instr. 3, 4 \text{ and 5}) \text{Beneficially} \text{Form:} \\ (Month/Day/Year) (Instr. 8) & & & & & & & & & $ |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form 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)

(9-02)

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| | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exerc | | 7. Titl | | 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) | Transact Code (Instr. 8) | orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | : | | Amou Under Securi (Instr. | lying | Derivative Security (Instr. 5) | Deriv Secur 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

DOWNING JOHN C/O NETSCOUT SYSTEMS, INC. 310 LITTLETON ROAD WESTFORD, MA 01886

SVP, WorldwideSalesOperations

Signatures

/s/ John Downing 02/02/2012

**Signature of Date
Reporting Person

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 shares of Common Stock were sold pursuant to a 10b5-1 plan.
- (2) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share; the actual sales price per share ranged from \$20.43 to 20.25

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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