

Salmon Robert E
Form 4
June 03, 2011

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 *
Salmon Robert E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive VP, Field Operations

SUNNYVALE, CA 94089

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

| 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | Price | |
| Common Stock | 06/01/2011 | | S | | 15,625 | \$ 53.8085 (1) | 38,964 I by Trust1 (2) |
| Common Stock | 06/01/2011 | | M | | 6,250 | \$ 0 | 45,214 I by Trust1 (2) |
| Common Stock | 06/01/2011 | | F | | 2,917 | \$ 53.22 | 42,297 I by Trust1 (2) |
| Common Stock | 06/01/2011 | | M | | 10,417 | \$ 0 | 52,714 I by Trust1 (2) |
| Common Stock | 06/01/2011 | | F | | 4,838 | \$ 53.22 | 47,876 I by Trust1 (2) |

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| | | | |
|--------------|-------|---|-------------------------------------|
| Common Stock | 1,026 | D | |
| Common Stock | 240 | I | by Trust ² <u>(3)</u> |
| Common Stock | 240 | I | by Trust ³ <u>(4)</u> |

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 53.22 | 06/01/2011 | | A | 64,000 | <u>(5)</u> 05/31/2018 | Common Stock |
| Restricted Stock Unit | \$ 0 | 06/01/2011 | | M | 6,250 | <u>(6)</u> <u>(6)</u> | Common Stock |
| Restricted Stock Unit | \$ 0 | 06/01/2011 | | M | 10,417 | <u>(6)</u> <u>(6)</u> | Common Stock |
| Restricted Stock Unit | \$ 0 | 06/01/2011 | | A | 20,100 | <u>(6)</u> <u>(6)</u> | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Salmon Robert E
495 EAST JAVA DRIVE
SUNNYVALE, CA 94089

Executive VP, Field Operations

Signatures

By: Janice Mahoney by Power of Attorney For: Robert E. Salmon

06/03/2011

__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).
The price in Column 4 is a weighted average price. The prices actually received ranged from \$53.70 to \$53.85. 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.
- (1) Shares held in trust by Robert Salmon and Patricia Mertens-Salmon, trustees to the Salmon Trust UDT 10/6/2000
- (2) Shares held in trust by Patricia Mertens-Salmon, Custodian for Michael T. Salmon UTMA CA.
- (3) Shares held in trust by Patricia Mertens-Salmon, Custodian for Gregory Salmon UTMA CA.
- (4) Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month anniversary of the grant date.
- (5) The restricted stock unit shares vest as to 25% of the shares on the one-year anniversary of the grant date, and 25% of the shares on each annual anniversary thereafter for the next 3 years.
- (6)

Remarks:

Non-Derivative Securities Beneficially Owned by Direct Ownership includes 479 shares of Issuer's common stock acquired on

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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