

Xie Michael
 Form 4/A
 November 09, 2018

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 *
 Xie Michael

(Last) (First) (Middle)

C/O FORTINET, INC., 899 KIFER ROAD

(Street)

SUNNYVALE, CA 94086

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 FORTINET INC [FTNT]

3. Date of Earliest Transaction (Month/Day/Year)
 11/01/2018

4. If Amendment, Date Original Filed (Month/Day/Year)
 11/05/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VP, Engineering & CTO

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/02/2018		S(1)	(2)	\$ 9,173 72.4765	I	See footnote (4)
Common Stock	11/02/2018		S(1)	(2)	\$ 8,268 73.3475	I	See footnote (4)
Common Stock	11/02/2018		S(1)	(2)	\$ 3,700 74.2622	I	See footnote (4)
Common Stock	11/02/2018		S(1)	(2)	\$ 2,400 75.6304	I	See footnote

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Common Stock	11/02/2018	S ⁽¹⁾	2,400 ⁽²⁾	D	\$ 76.2529 ⁽⁷⁾ ⁽⁸⁾	3,682,373	I	See footnote (4)
Common Stock	11/02/2018	S ⁽¹⁾	2,200 ⁽²⁾	D	\$ 77.3186 ⁽⁹⁾	3,680,173	I	See footnote (4)
Common Stock	11/02/2018	S ⁽¹⁾	950 ⁽²⁾	D	\$ 78.32 ⁽¹⁰⁾	3,679,223	I	See footnote (4)
Common Stock	11/02/2018	S ⁽¹⁾	609 ⁽²⁾	D	\$ 79.3679 ⁽¹¹⁾	3,678,614	I	See footnote (4)
Common Stock	11/02/2018	S ⁽¹⁾	400 ⁽²⁾	D	\$ 81.605 ⁽¹²⁾	3,678,214	I	See footnote (4)
Common Stock						6,460,000	D	
Common Stock						1,991,686	I	See Footnote (13)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
Xie Michael C/O FORTINET, INC. 899 KIFER ROAD SUNNYVALE, CA 94086	X		VP, Engineering & CTO	

Signatures

/s/ John Whittle, by power of attorney

11/09/2018

__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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 22, 2018.
- (2) Represents the aggregate of sales effected on the same day at different prices
- (3) Represents the weighted average sales price per share. The shares sold at prices ranging from \$71.92 to \$72.91 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (4) Shares held directly by The K.A. Children's Trust dated February 9, 2011, for which the Reporting Person serves as a trustee.
- (5) Represents the weighted average sales price per share. The shares sold at prices ranging from \$72.92 to \$73.91 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (6) Represents the weighted average sales price per share. The shares sold at prices ranging from \$73.92 to \$74.90 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (7) Represents the weighted average sales price per share. The shares sold at prices ranging from \$74.96 to \$75.90 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (8) Represents the weighted average sales price per share. The shares sold at prices ranging from \$75.92 to \$76.85 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (9) Represents the weighted average sales price per share. The shares sold at prices ranging from \$76.95 to \$77.79 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (10) Represents the weighted average sales price per share. The shares sold at prices ranging from \$77.95 to \$78.71 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (11) Represents the weighted average sales price per share. The shares sold at prices ranging from \$79.11 to \$79.80 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (12) Represents the weighted average sales price per share. The shares sold at prices ranging from \$81.58 to \$81.68 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

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(13) Shares held directly by the 2010 K.A. Family Trust dated May 3, 2010, for which the Reporting Person serves as a trustee.

Remarks:

This amendment is being filed to include transactions involving securities indirectly held the Reporting Person that were effective

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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