

Dilley Timothy
Form 4
March 18, 2013

FORM 4

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

OMB APPROVAL

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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 *
Dilley Timothy

(Last) (First) (Middle)
C/O NETSUITE INC., 2955
CAMPUS DRIVE, SUITE 100
(Street)

SAN MATEO, CA 94403

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETSUITE INC [N]

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Customer Officer

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	03/14/2013		M ⁽¹⁾		834	A	\$ 12.4	53,183	D	
Common Stock	03/14/2013		M ⁽¹⁾		833	A	\$ 13.35	54,016	D	
Common Stock	03/14/2013		M ⁽¹⁾		6,223	A	\$ 29.32	60,239	D	
Common Stock	03/14/2013		M ⁽¹⁾		2,110	A	\$ 46.78	62,349	D	
Common Stock	03/14/2013		S ⁽¹⁾		4,203	D	\$ 75.7459	58,146	D	

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Common Stock	03/14/2013		<u>S</u> ⁽¹⁾	5,797	D	\$ 76.2568 <u>(2)</u>	52,349	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 13.35	03/14/2013		<u>M</u> ⁽¹⁾	833	<u>(3)</u> 08/14/2019	Common Stock	833
Employee Stock Option (right to buy)	\$ 12.4	03/14/2013		<u>M</u> ⁽¹⁾	834	<u>(4)</u> 03/03/2020	Common Stock	834
Employee Stock Option (right to buy)	\$ 29.32	03/14/2013		<u>M</u> ⁽¹⁾	6,223	<u>(5)</u> 03/07/2021	Common Stock	6,223
Employee Stock Option (right to buy)	\$ 46.78	03/14/2013		<u>M</u> ⁽¹⁾	2,110	<u>(6)</u> 03/03/2022	Common Stock	2,110

