

Goel Manish
Form 4
June 05, 2012

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 *
Goel Manish

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

SUNNYVALE, CA 94089

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2012

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)
Exec VP of Product Operations

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	06/01/2012		M		16,667 A \$ 0	23,676	D
Common Stock	06/01/2012		F		7,161 D \$ 29.44	16,515	D
Common Stock	06/01/2012		M		5,475 A \$ 0	21,990	D
Common Stock	06/01/2012		F		2,555 D \$ 29.44	19,435	D
Common Stock	06/01/2012		M		6,250 A \$ 0	25,685	D

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Common Stock	06/01/2012	F	2,917	D	\$ 29.44	22,768	D
Common Stock	06/02/2012	M	1,666	A	\$ 0	24,434	D
Common Stock	06/02/2012	F	777	D	\$ 29.44	23,657	D

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 (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 29.44	06/01/2012		A	75,000	<u>(1)</u> 05/31/2019	Common Stock
Restricted Stock Unit	\$ 0	06/02/2012		M	1,666	<u>(2)</u> 06/02/2012 ⁽²⁾	Common Stock
Restricted Stock Unit	\$ 0	06/01/2012		M	16,667	<u>(2)</u> 06/01/2013 ⁽²⁾	Common Stock
Restricted Stock Unit	\$ 0	06/01/2012		A	45,000	<u>(2)</u> <u>(2)</u>	Common Stock
Restricted Stock Unit	\$ 0	06/01/2012		M	5,475	<u>(2)</u> <u>(2)</u>	Common Stock
Restricted Stock Unit	\$ 0	06/01/2012		M	6,250	<u>(2)</u> <u>(2)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goel Manish 495 EAST JAVA DRIVE			Exec VP of Product Operations	

SUNNYVALE, CA 94089

Signatures

By: Michael Nolan For:
Manish Goel

06/05/2012

__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) Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month anniversary of the grant date.
 - (2) 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.

Remarks:

Non-Derivative Securities Beneficially Owned by Direct Ownership includes 677 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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