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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

May 16, 2006

Network Appliance Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-27130

77-0307520

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

495 East Java Drive, Sunnyvale, California

94089

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(408) 822-6000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(d) On May 16, 2006, based on the recommendation of the Company's Nominating/Corporate Governance Committee, the Board elected Edward Kozel to fill the newly created vacancy on the Board (see Item 5.03 below). There are no arrangements or understandings between Mr. Kozel and the Company or any other persons, pursuant to which he was selected as a director. There are no transactions, or proposed transactions, since the beginning of the Company's last fiscal year to which the Company was or is to be a party, in which Mr. Kozel has a direct or indirect material interest. Mr. Kozel may become a member of one or more committees of the Board.

Upon his appointment as a director, Mr. Kozel is eligible to receive stock options under the Automatic Option Grant Program in effect under the 1999 Stock Option Plan, under which option grants are automatically made at periodic intervals to eligible non-employee Board members to purchase shares of Common Stock at an exercise price equal to 100% of the fair market value of the option shares on the grant date. As a director, Mr. Kozel will also be eligible to receive an annual cash retainer.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 16, 2006, the Board amended the Company's bylaws to increase the number of authorized directors on the Board from ten (10) to eleven (11).

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

3.2 Certificate of Amendment to Bylaws of the Company.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

May 18, 2006

Network Appliance Inc.

By: /s/ Steven J. Gomo

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*Name: Steven J. Gomo  
Title: Executive Vice President of Finance and Chief Financial Officer*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
3.2	Certificate of Amendment to Bylaws of the Company

**CERTIFICATE OF AMENDMENT  
TO THE BYLAWS OF  
NETWORK APPLIANCE, INC.**

The undersigned, Andrew Kryder, hereby certifies that he is the duly appointed, qualified, and acting Vice President of Tax and Legal and Secretary of Network Appliance, Inc., a Delaware corporation (the "Company"), and that on May 16, 2006 pursuant to Article III, Section 1 of the Bylaws of the Company the Board of Directors of the Company amended such Bylaws as set forth below:

**"I. Increase in the Number of Directors**

**WHEREAS:** The Board deems it advisable and in the best interests of the Company and its stockholders to increase the number of authorized directors on the Board from ten (10) to eleven (11); and

**WHEREAS:** Article III, Section 1 of the Bylaws of the Company states, in relevant part:

"The number of directors of this corporation that shall constitute the whole Board shall be determined by resolution of the Board of Directors; provided, however, that no decrease in the number of directors shall have the effect of shortening the term of an incumbent director."

**NOW, THEREFORE, BE IT RESOLVED:** That the number of authorized directors on the Board be, and hereby is, increased from ten (10) to eleven (11)."

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 16<sup>th</sup> day of May, 2006.

/s/ Andrew Kryder

Andrew Kryder

Vice President of Tax and Legal and Secretary of Network Appliance, Inc.