## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Addre	ess of Reporting Person	· .	2. Issuer Name <b>and</b> NETWORK /		ng Symbol <mark>CE INC</mark> [ NTAP ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
(Last) 495 EAST JAVA	( )	I	3. Date of Earliest T 02/10/2006	ransaction (Mo	nth/Day/Year)	X	Officer (give title Ot		er (specify w)			
(Street) SUNNYVALE (City)		94089 (Zip)	4. If Amendment, Da	ate of Original I	Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Grou Form filed by One Form filed by Mor Person	e Reporting Per	son			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Security (Instr. 3) Date (Month/Day/Yea		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) c Disposed Of (D) (Instr. 3, 4		5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership				

		(Month/Day/Year)	8)	1001				Owned Following	Indirect (I)	Ownership
			Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	02/10/2006		<b>S</b> <sup>(1)</sup>		25,000	D	\$31.0748 <sup>(2)</sup>	4,502,250	Ι	by Trust2 <sup>(3)</sup>
Common Stock								26,273	D	
Common Stock								200	Ι	by Trust <sup>(4)</sup>

## 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. Transact Code (In 8)		Derivative (Month/Day/Year) Securities Acquired (A) or		Amour Securit Underl Derivat	it of ties ying tive ty (Instr.	of Derivative	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The sale(s) reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 1, 2005.

2. The sale prices for the reported transaction were in a range of \$30.772 to \$31.40 per share.

3. Shares held in trust by David Hitz, Trustee to the Sundance Trust UTA 1/17/02. The reporting person continues to report beneficial ownership of all the issuers common stock held by the trust but disclaims beneficial ownership except to the extent of his pecuniary interest therein.

4. Shares held in trust by The XYZZY 2000 Charitable Remainder Trust, David Hitz, Trustee. The reporting person continues to report beneficial ownership of all the issuers common stock held by the trust but disclaims beneficial ownership except to the extent of his pecuniary interest therein.

By: Janice Mahoney by Power of Attorney For: David HItz

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.