SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 Address of Reporting Person* <u>RICHARD HENRI P</u>			Person*	2. Issuer Name and Ticker or Trading Symbol <u>NetApp, Inc.</u> [NTAP]		5. Relationship of Reporting Person(s) to la (Check all applicable) Director 10%			
	(Last) 1395 CROSSMA	(First) AN AVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/31/2018	X	Officer (give title below) EVP, Go To	Other (specify below) Market		
	(Street) SUNNYVALE	CA	94089	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line) X	vidual or Joint/Group Fili Form filed by One Re Form filed by More th Person	eporting Person		
	(City)	(State)	(Zip)						

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)	Code (Instr.		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	05/31/2018		J ⁽¹⁾		997	A	\$21.3095	51,058	D	
Common Stock	06/01/2018		М		15,158	Α	\$0.0	66,216	D	
Common Stock	06/01/2018		F		7,515	D	\$69.71	58,701	D	
Common Stock	06/01/2018		М		9,500	A	\$0.0	68,201	D	
Common Stock	06/01/2018		F		4,710	D	\$69.71	63,491	D	

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. Transa Code (8)		of Deri Sec Acq (A) o Disp of (I	umber ivative urities juired or posed D) (Instr. and 5)	Expiration Dat	Expiration Date of (Month/Day/Year) Ur De		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$0.0 ⁽²⁾	06/01/2018		М			15,158	06/01/2017 ⁽³⁾	06/01/2023	Common Stock	15,158	\$0.0	30,314	D	
Restricted Stock Unit	\$0.0 ⁽²⁾	06/01/2018		М			9,500	06/01/2018 ⁽⁴⁾	06/01/2024	Common Stock	9,500	\$0.0	28,500	D	

Explanation of Responses:

1. Shares purchased under the NetApp 1999 Employee Stock Purchase Plan on May 31, 2018.

2. Restricted stock units convert into common stock on a one-for-one basis.

3. On June 1, 2016, the reporting person was granted 60,630 restricted stock units, vesting in four equal annual installments beginning on June 1, 2017 and subject to continued service on each applicable vesting date.

4. On June 1, 2017, the reporting person was granted 38,000 restricted stock units, vesting in four equal annual installments beginning on June 1, 2018 and subject to continued service on each applicable vesting date.

> By: Roberta S Cohen Attorney-06/05/2018 in-Fact For: Henri Richard

** 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.

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