SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
WARMENHOVEN DANIEL J	NetApp, Inc. [NTAP]	

1. Name and Address of Reporting Person*

WARMENHOVEN DANIEL J

(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)
05/01/2014

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director
  10% Owner
X Officer (give title below)
  Other (specify below)

Executive Chairman

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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	05/01/2014		M[1]		23,338	A	$30.74	88,397	D	
Common Stock	05/01/2014		S[1]		23,338	D	$35.5628	65,059	D	
Common Stock	05/01/2014		M[1]		18,425	A	$19.22	83,484	D	
Common Stock	05/01/2014		S[1]		18,425	D	$35.5643	65,059	D	
Common Stock								2,061,031	I	by Trust
Common Stock								38,032	I	by Trust2[2]

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	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				
Non-Qualified Stock Option (right to buy)	$19.22	05/01/2014		M[1]			18,425	[3]	06/16/2014	Common Stock	18,425	$0.0	18,423	D	
Non-Qualified Stock Option (right to buy)	$30.74	05/01/2014		M[1]			23,338	[4]	05/31/2014	Common Stock	23,338	$0.0	0	D	

Explanation of Responses:

1. The transaction(s) reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

2. Shares held in trust by Richard A. Andre, trustee to The Daniel J. Warmenhoven 1991 Children's Trust. Reporting person disclaims beneficial ownership of such shares.

3. Option vests with respect to 25% of the option shares on the first anniversary of the grant date and the balance in a series of equal monthly installments over the next 36 months of service thereafter.

4. Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month annniversary of the grant date.

By: Michael Nolan, Attorney-in-Fact For: Daniel J. Warmenhoven   05/05/2014

** 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.

By: Michael Nolan, Attorney-in-Fact For: Daniel J. Warmenhoven   05/05/2014

** Signature of Reporting Person   Date