

<b>OMB APPROVAL</b>	
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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>Goel Manish</u>  (Last) (First) (Middle) 495 EAST JAVA DRIVE  (Street) SUNNYVALE CA 94089  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NetApp, Inc. [ NTAP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec VP of Product Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2013	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	06/01/2013		M		16,666	A	\$0	19,002	D	
Common Stock	06/01/2013		M		6,250	A	\$0	25,252	D	
Common Stock	06/01/2013		M		5,475	A	\$0	30,727	D	
Common Stock	06/01/2013		M		11,250	A	\$0	41,977	D	
Common Stock	06/01/2013		F		6,486	D	\$37.53	35,491	D	
Common Stock	06/01/2013		F		3,261	D	\$37.53	32,230	D	
Common Stock	06/01/2013		F		2,856	D	\$37.53	29,374	D	
Common Stock	06/01/2013		F		5,870	D	\$37.53	23,504 <sup>(1)</sup>	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. 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)	\$37.64	06/03/2013		A		110,000		(2)	06/02/2020	Common Stock	110,000	\$0	110,000	D	
Restricted Stock Unit	\$0	06/01/2013		M			16,666	(3)	06/01/2013 <sup>(3)</sup>	Common Stock	16,666	\$0	0	D	
Restricted Stock Unit	\$0	06/01/2013		M			6,250	(3)	(3)	Common Stock	6,250	\$0	67,675	D	
Restricted Stock Unit	\$0	06/01/2013		M			5,475	(3)	(3)	Common Stock	5,475	\$0	62,200	D	
Restricted Stock Unit	\$0	06/01/2013		M			11,250	(3)	(3)	Common Stock	11,250	\$0	50,950	D	
Restricted Stock Unit	\$0	06/03/2013		A			36,700	(3)	(3)	Common Stock	36,700	\$0	87,650	D	

**Explanation of Responses:**

- Non-Derivative Securities Beneficially Owned includes shares acquired under NetApp Employee Stock Purchase Plan on May 31, 2013.
- Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month anniversary of the grant date.
- 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.

By: Haleh Carrillo, Attorney-in-Fact For: Manish Goel 06/05/2013

\*\* 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.**