FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
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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 Addre		erson [*]		2. Issuer Name and		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	(First)	(Mido		3. Date of Earliest T 11/22/2005	ransaction (Mo	nth/Day/Year)	x	Director Officer (give title below) Executive V		(specify)	
(Street) SUNNYVALE (City)	CA (State)	940 (Zip)	89	4. If Amendment, Da	ate of Original	Filed (Month/Day/Year)	6. Indiv Line) X	,			
		Table I	- Non-Derivat	ive Securities	Acquired, D	isposed of, or Benefi	icially	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) o Disposed Of (D) (Instr. 3, 4		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

		Code	v	Amount	(A) or	Price	Reported Transaction(s)	(Instr. 4)	(Instr. 4)
		Code	Ľ		(D)	1 HCe	(Instr. 3 and 4)		
Common Stock	11/22/2005	S ⁽¹⁾		25,000	D	\$28.9354 ⁽²⁾	4,687,250	I	by Trust2 ⁽³⁾
Common Stock							25,955	D	
Common Stock							200	Ι	by Trust ⁽⁴⁾

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		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (In 8)		of Deriv Secu Acqu (A) o Dispo of (D	or oosed D) tr. 3, 4		Amount of Securities Underlying		of	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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 transactions were in a range of \$28.72 to \$29.085 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 <u>11/23/2005</u>

** 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.