

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <b>FAWCETT MATTHEW K</b>  (Last) (First) (Middle) <b>495 EAST JAVA DRIVE</b>  (Street) <b>SUNNYVALE CA 94089</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>NetApp, Inc. [ NTAP ]</b>	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) <b>SVP, GC &amp; Secretary</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/31/2017</b>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	05/31/2017		J <sup>(1)</sup>		469	A	\$21.3095	2,117	D	
Common Stock	06/01/2017		M		4,850	A	\$0.0	6,967	D	
Common Stock	06/01/2017		F		2,530	D	\$39.61	4,437	D	
Common Stock	06/01/2017		M		2,850	A	\$0.0	7,287	D	
Common Stock	06/01/2017		F		1,487	D	\$39.61	5,800	D	
Common Stock	06/01/2017		M		6,500	A	\$0.0	12,300	D	
Common Stock	06/01/2017		F		3,391	D	\$39.61	8,909	D	
Common Stock	06/02/2017		S <sup>(2)</sup>		6,792	D	\$39.5767 <sup>(3)</sup>	2,117	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
Restricted Stock Unit	\$0.0 <sup>(4)</sup>	06/01/2017		M		4,850		06/01/2016 <sup>(5)</sup>	06/23/2022	Common Stock	4,850	\$0.0	18,250	D	
Restricted Stock Unit	\$0.0 <sup>(4)</sup>	06/01/2017		M		2,850		06/01/2016 <sup>(6)</sup>	06/23/2022	Common Stock	2,850	\$0.0	15,400	D	
Restricted Stock Unit	\$0.0 <sup>(4)</sup>	06/01/2017		M		6,500		06/01/2017 <sup>(7)</sup>	06/01/2023	Common Stock	6,500	\$0.0	19,500	D	
Restricted Stock Unit	\$0.0 <sup>(4)</sup>	06/01/2017		A		20,000		06/01/2018 <sup>(8)</sup>	06/01/2024	Common Stock	20,000	\$0.0	20,000	D	

**Explanation of Responses:**

- Shares acquired under the NetApp's 1999 Employee Stock Purchase Plan on May 31, 2017.
- The transaction(s) reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$39.41 to \$39.735. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- Restricted stock units convert into common stock on a one-for-one basis.
- On June 23, 2015, the reporting person was granted 19,400 restricted stock units, vesting in four equal annual installments beginning on June 1, 2016, subject to continued service on each applicable vesting date.
- On June 23, 2015, the reporting person was granted 11,400 restricted stock units, vesting in four equal annual installments beginning on June 1, 2016 and subject to continued service on each applicable vesting date.

7. On June 1, 2016, the reporting person was granted 26,000 restricted stock units, vesting in four equal annual installments beginning on June 1, 2017 and subject to continued service on each applicable vesting date.

8. On June 1, 2017, the reporting person was granted 20,000 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-in-Fact For: Matthew 06/05/2017

K. Fawcett

\*\* 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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