

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* <b>SHAHEEN GEORGE T</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>09/04/2014</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	09/04/2014	09/04/2014	M		2,856	A	\$0.0	2,856	D	
Common Stock								4,466	I	by Trust <sup>(1)</sup>

**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	09/04/2014	09/04/2014	M			2,856	(2)	(2)	Common Stock	2,856	\$0.0	0	D	
Restricted Stock Unit	\$0.0	09/05/2014	09/05/2014	A			5,922	(3)	(3)	Common Stock	5,922	\$0.0	5,922	D	

**Explanation of Responses:**

- Shares held in trust by George T. Shaheen and Darlene F. Shaheen, Trustees to the Shaheen Revocable Trust U/A DTD 12/15/88
- The shares will vest and be delivered upon the reporting person's continuation in Board Service through the day immediately preceding the next Annual Stockholder's Meeting following the grant date.
- The shares will vest and be delivered upon the reporting person's continuation in Board Service through the day immediately preceding the next Annual Stockholder's Meeting following the grant date. Vested shares will be delivered to the reporting person upon the earliest of: (i) date the reporting person ceases to serve as a Board Member; (ii) date on which a Change of Control occurs.

By: Roberta S. Cohen  
Attorney-in-Fact For: George T. Shaheen 09/08/2014

\*\* 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.