

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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) <u>06/19/2010</u>	
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	06/19/2010		M		1,667	A	\$0	1,667	D	
Common Stock	06/19/2010		M		715	A	\$0	2,382	D	
Common Stock	06/19/2010		M		643	A	\$0	3,025	D	
Common Stock	06/19/2010		M		1,667	A	\$0	4,692	D	
Common Stock	06/19/2010		M		1,000	A	\$0	5,692	D	
Common Stock	06/19/2010		F		300	D	\$41.22	5,392	D	
Common Stock	06/19/2010		F		778	D	\$41.22	4,614	D	
Common Stock	06/19/2010		F		778	D	\$41.22	3,836	D	
Common Stock	06/19/2010		F		333	D	\$41.22	3,503	D	
Common Stock	06/19/2010		F		466	D	\$41.22	3,037	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	06/19/2010		M		1,667		(1)	06/19/2011	Common Stock	1,667	\$0	1,666	D	
Restricted Stock Unit	\$0	06/19/2010		M		715		(2)	06/19/2013	Common Stock	715	\$0	15,379	D	
Restricted Stock Unit	\$0	06/19/2010		M		643		(2)	06/19/2013	Common Stock	643	\$0	14,736	D	
Restricted Stock Unit	\$0	06/19/2010		M		1,667		(2)	06/19/2013	Common Stock	1,667	\$0	13,069	D	
Restricted Stock Unit	\$0	06/19/2010		M		1,000		(2)	06/19/2013	Common Stock	1,000	\$0	12,069	D	

Explanation of Responses:

1. The restricted stock unit shares vest as to 50% of the shares on the one-year anniversary of the grant date, and 50% of the shares on second annual anniversary of the grant date.
2. 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: Janice Mahoney by Power 06/22/2010  
of Attorney For: Manish Goel

\*\* 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.**