SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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* Salmon Robert E (Last) (First) (Middle) 495 EAST JAVA DRIVE (Street) SUNNYVALE CA 94089 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol NetApp, Inc. [NTAP] 3. Date of Earliest Transaction (Month/Day/Year) 12/10/2010 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☐ Director ☐ 10% Owner X Officer (give title below) ☐ Other (specify below) Executive VP, Field Operations 6. Individual or Joint/Group Filing (Check Applicable Line) X 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	12/10/2010		M		4,965	A	$20.16	17,972	I	by Trust1[1]
Common Stock	12/10/2010		M		2,083	A	$15.32	20,055	I	by Trust1[1]
Common Stock	12/10/2010		M		1,250	A	$15.32	21,305	I	by Trust1[1]
Common Stock	12/10/2010		M		9,478	A	$15.711	30,783	I	by Trust1[1]
Common Stock	12/10/2010		M		5,216	A	$19.17	35,999	I	by Trust1[1]
Common Stock	12/10/2010		M		28,614	A	$29.24	64,613	I	by Trust1[1]
Common Stock	12/10/2010		M		4,483	A	$34.24	69,096	I	by Trust1[1]
Common Stock	12/10/2010		M		25,916	A	$23.79	95,012	I	by Trust1[1]
Common Stock	12/14/2010		S		54,530	D	$54.573[2]	40,482	I	by Trust1[1]
Common Stock								8,047	D	
Common Stock								240	I	by Trust2[3]
Common Stock								240	I	by Trust3[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	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				
Incentive Stock Option (right to buy)	$15.32	12/10/2010		M			2,083	(5)	02/06/2012	Common Stock	2,083	$0	1,250	D	
Incentive Stock Option (right to buy)	$15.32	12/10/2010		M			1,250	(6)	02/06/2012	Common Stock	1,250	$0	0	D	
Incentive Stock Option (right to buy)	$15.711	12/10/2010		M			9,478	(7)	05/08/2013	Common Stock	9,478	$0	0	D	
Incentive Stock Option (right to buy)	$19.17	12/10/2010		M			5,216	(7)	05/02/2014	Common Stock	5,216	$0	0	D	
Incentive Stock Option (right to buy)	$20.16	12/10/2010		M			4,965	(6)	04/25/2011	Common Stock	4,965	$0	0	D	
Incentive Stock Option (right to buy)	$34.24	12/10/2010		M			4,483	(6)	03/14/2016	Common Stock	4,483	$0	0	D	
Non-Qualified Stock Option (right to buy)	$23.79	12/10/2010		M			25,916	(7)	06/01/2015	Common Stock	25,916	$0	39,584	D	
Non-Qualified Stock Option (right to buy)	$29.24	12/10/2010		M			28,614	(7)	05/31/2015	Common Stock	28,614	$0	41,386	D	

Explanation of Responses:

1. Shares held in trust by Robert Salmon and Patricia Mertens-Salmon, trustees to the Salmon Trust UDT 10/6/2000

2. The price in Column 4 is a weighted average price. The prices actually received ranged from $54.42 to $54.715. 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.

3. Shares held in trust by Patricia Mertens-Salmon, Custodian for Michael T. Salmon UTMA CA.

4. Shares held in trust by Patricia Mertens-Salmon, Custodian for Gregory Salmon UTMA CA.

5. Option vests with respect to 20% of the shares in equal monthly installments over the 12 months of service measured from the first anniversary of the option date; 30% of the shares in equal monthly installments over the following 12 months of service; and 50% of the shares in equal monthly installments over the final 12 months of service.

6. Option vests with respect to 25% of the option shares on the first anniversary of the grant date and the balance in a series of equal monthly installments over the next 36 months of service thereafter.

7. Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month annniversary of the grant date.

By: Janice Mahoney by Power of Attorney For: Robert E. Salmon   12/14/2010

** 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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