

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*<br><u>Goel Manish</u><br><br>(Last) (First) (Middle)<br>495 EAST JAVA DRIVE<br><br>(Street)<br>SUNNYVALE CA 94089<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>NetApp, Inc. [ NTAP ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Exec VP of Product Operations</u> |
|                                                                                                                                                                                        | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/19/2013</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                    | 06/19/2013                           |                                                    | M                              |   | 642                                                               | A          | \$0     | 24,146                                                                                        | D                                                        |                                                       |
| Common Stock                    | 06/19/2013                           |                                                    | M                              |   | 714                                                               | A          | \$0     | 24,860                                                                                        | D                                                        |                                                       |
| Common Stock                    | 06/19/2013                           |                                                    | M                              |   | 1,000                                                             | A          | \$0     | 25,860                                                                                        | D                                                        |                                                       |
| Common Stock                    | 06/19/2013                           |                                                    | M                              |   | 1,666                                                             | A          | \$0     | 27,526                                                                                        | D                                                        |                                                       |
| Common Stock                    | 06/19/2013                           |                                                    | F                              |   | 334                                                               | D          | \$38.98 | 27,192                                                                                        | D                                                        |                                                       |
| Common Stock                    | 06/19/2013                           |                                                    | F                              |   | 372                                                               | D          | \$38.98 | 26,820                                                                                        | D                                                        |                                                       |
| Common Stock                    | 06/19/2013                           |                                                    | F                              |   | 521                                                               | D          | \$38.98 | 26,299                                                                                        | D                                                        |                                                       |
| Common Stock                    | 06/19/2013                           |                                                    | F                              |   | 869                                                               | D          | \$38.98 | 25,430                                                                                        | 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 |                                                                                        | Date Exercisable                                         | Expiration Date           |                                                                                   |                                            |                                                                                                    |                                                           |                                                        | Title |
| Restricted Stock Unit                      | \$0                                                    | 06/19/2013                           |                                                    | M                              |   | 642                                                                                    | (I)                                                      | 06/19/2013 <sup>(1)</sup> | Common Stock                                                                      | 642                                        | \$0                                                                                                | 3,380                                                     | D                                                      |       |
| Restricted Stock Unit                      | \$0                                                    | 06/19/2013                           |                                                    | M                              |   | 714                                                                                    | (I)                                                      | 06/19/2013 <sup>(1)</sup> | Common Stock                                                                      | 714                                        | \$0                                                                                                | 2,666                                                     | D                                                      |       |
| Restricted Stock Unit                      | \$0                                                    | 06/19/2013                           |                                                    | M                              |   | 1,000                                                                                  | (I)                                                      | 06/19/2013 <sup>(1)</sup> | Common Stock                                                                      | 1,000                                      | \$0                                                                                                | 1,666                                                     | D                                                      |       |
| Restricted Stock Unit                      | \$0                                                    | 06/19/2013                           |                                                    | M                              |   | 1,666                                                                                  | (I)                                                      | 06/19/2013 <sup>(1)</sup> | Common Stock                                                                      | 1,666                                      | \$0                                                                                                | 0                                                         | D                                                      |       |

**Explanation of Responses:**

1. 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: Haleh Carrillo, Attorney-in-Fact For: Manish Goel 06/20/2013

\*\* Signature of Reporting Person Date

\* 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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