

OMB APPROVAL	
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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>GEORGENS THOMAS</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>CEO and President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/01/2012</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	06/01/2012		M		8,333	A	\$0	17,137	D	
Common Stock	06/01/2012		M		6,250	A	\$0	23,387	D	
Common Stock	06/01/2012		M		20,833	A	\$0	44,220	D	
Common Stock	06/01/2012		F		3,889	D	\$29.44	40,331	D	
Common Stock	06/01/2012		F		2,917	D	\$29.44	37,414	D	
Common Stock	06/01/2012		F		9,724	D	\$29.44	27,690	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
Non-Qualified Stock Option (right to buy)	\$29.44	06/01/2012		A		350,000		(1)	05/31/2019	Common Stock	350,000	\$0	350,000	D	
Restricted Stock Unit	\$0	06/01/2012		A		35,000		(2)	(2)	Common Stock	35,000	\$0	126,665	D	
Restricted Stock Unit	\$0	06/01/2012		M			8,333	(2)	(2)	Common Stock	8,333	\$0	118,332	D	
Restricted Stock Unit	\$0	06/01/2012		M			6,250	(2)	(2)	Common Stock	6,250	\$0	112,082	D	
Restricted Stock Unit	\$0	06/01/2012		M			20,833	(2)	(2)	Common Stock	20,833	\$0	91,249	D	

**Explanation of Responses:**

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

**Remarks:**

Non-Derivative Securities Beneficially Owned by Direct Ownership includes 677 shares of Issuer's common stock acquired on May 31, 2012 under the NetApp, Inc. Employee Stock Purchase Plan.

By: Michael Nolan For: 06/05/2012  
Thomas Georgens

\*\* 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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