

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* HELD GERALD (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]	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) 12/07/2016	
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	12/07/2016		M		5,000	A	\$33.83	5,259	D	
Common Stock	12/07/2016		S		400	D	\$36.12	4,859	D	
Common Stock	12/07/2016		S		4,600	D	\$36.11	259	D	
Common Stock	12/08/2016		M		5,000	A	\$33.83	5,259	D	
Common Stock	12/08/2016		S		5,000	D	\$36.5	259	D	
Common Stock	12/08/2016		M		10,000	A	\$33.83	10,259	D	
Common Stock	12/08/2016		S		10,000	D	\$36.6044 ⁽¹⁾	259	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
Non-Qualified Stock Option (right to buy)	\$33.83	12/07/2016		M		5,000	(2)	12/16/2016	Common Stock	5,000	\$36.1108	22,500	D	
Non-Qualified Stock Option (right to buy)	\$33.83	12/08/2016		M		5,000	(2)	12/16/2016	Common Stock	5,000	\$36.5	17,500	D	
Non-Qualified Stock Option (right to buy)	\$33.83	12/08/2016		M		10,000	(2)	12/16/2016	Common Stock	10,000	\$36.6044	7,500	D	

Explanation of Responses:

1. The price in Column 4 is a weighted average price. The prices actually received ranged from \$36.60 to \$36.64. 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.

2. The option shares are immediately exercisable as of the grant date and shall initially be unvested and subject to repurchase by the corporation at the exercise price per share. The reporting person shall acquire a vested interest in the option shares, and the corporation's repurchase right shall accordingly lapse, with respect to 12,500 shares upon the completion of one year of service as a member of the corporation's Board of Directors measured from the grant date; and the balance of the shares in a series of three successive equal annual installments upon the completion of each year of Board service over the three-year period measured from the first anniversary of the grant date.

By: Roberta S. Cohen
Attorney-in-Fact For: Gerald 12/09/2016
Held

** 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.