Edgar Filing: WARMENHOVEN DANIEL J - Form 4

WARMEN Form 4	HOVEN DANIE	LJ	inig. i	, , , , , , , , , , , , , , , , , , ,							
April 15, 2									OMB AP	PROVAL	
FOR	UNITED	STATES S			AND EX(1, D.C. 20		NGE CO	MMISSION	OMB Number:	3235-0287	
Check t if no lor subject Section Form 4	nger to STATE 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								January 31, 2005 verage s per 0.5	
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940											
(Print or Type	e Responses)										
WARMENHOVEN DANIEL J Sy			Symbol Issu					Relationship of Reporting Person(s) to suer			
			NetApp, Inc. [NTAP]					(Check all applicable)			
(Mo			$(J + I) + (\Delta (J)) J$					Director 10% Owner X Officer (give title Other (specify low) below) Chief Executive Officer			
				led(Month/Day/Year) Ap _X				Individual or Joint/Group Filing(Check plicable Line) Form filed by One Reporting Person Form filed by More than One Reporting rson			
(City)	(State)	(Zip)	Tal	ble I - Non-	-Derivative	Securi		ed, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ate, if		4. Securitie onDisposed o (Instr. 3, 4	of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
C				Code V	Amount	(D)	Price	(Instr. 3 and 4)		her Treest	
Common Stock	04/14/2009			M <u>(1)</u>	200,000	А	\$ 11.25	2,359,985	Ι	by Trust (2)	
Common Stock	04/14/2009			S <u>(1)</u>	300,000	D	\$ 17.1001 (3)	2,059,985	Ι	by Trust	
Common Stock								46,739	D		
Common Stock								970,000	Ι	by Lmtd Ptnrshp2	
								78,962	Ι		

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Common
Stock

by Trust2

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

 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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Non-Qualified Stock Option (right to buy)	\$ 11.25	04/14/2009		M <u>(1)</u>	200,000	(6)	05/24/2009	Common Stock	20

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
WARMENHOVEN DANIEL J 495 EAST JAVA DRIVE SUNNYVALE, CA 94089			Chief Executive Officer				
Signaturos							

Signatures

By: Janice Mahoney by Power of Attorney For: Daniel J. Warmenhoven	04/15/2009	
** Signature of Reporting Person	Date	

Explanation of Responses:

- * 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).
- (1) The option exercise(s) and sale(s) reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 18, 2009.
- (2) Shares held in trust by Daniel J. Warmenhoven & Charmaine A. Warmenhoven, trustees to The Warmenhoven 1987 Revocable Trust UTA dated 12/16/87, as amended.
- (3) The price in Column 4 is a weighted average price. The prices actually received ranged from \$17.10 to \$17.105. For all transactions reported in this Form 4 utilizing a weighted average price, the reporting person wil provide to the issuer, any security holder of the issuer,

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or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

Shares held by Warmenhoven Ventures LP, a limited partnership of which the Warmenhoven Management Trust is the general partner, of(4) which the reporting person and his wife are the trustees. Reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (5) Shares held in trust by Richard A. Andre, trustee to The Daniel J. Warmenhoven 1991 Children's Trust. Reporting person disclaims beneficial ownership of such shares.
- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.