NetApp, Inc.
Form 4
June 03, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
WARMENHOVEN DANIEL J

(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)
06/01/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Chairman

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	06/01/2014		M		5,000	A	$ 0	70,415 (1)	D	
Common Stock	06/01/2014		M		4,325	A	$ 0	74,740	D	
Common Stock	06/01/2014		M		4,175	A	$ 0	78,915	D	
Common Stock	06/01/2014		F		2,609	D	$ 37.01	76,306	D	
Common Stock	06/01/2014		F		2,256	D	$ 37.01	74,050	D	

Common Stock	06/01/2014	F	2,178	D	$ 37.01	71,872	D	
Common Stock	06/02/2014	M[2]	18,423	A	$ 19.22	90,295	D	
Common Stock	06/02/2014	S[2]	18,423	D	$ 36.26	71,872	D	
Common Stock						2,061,031	I	by Trust
Common Stock						38,032	I	by Trust2 [3]

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

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SEC 1474 (9-02)

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 Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	$ 19.22	06/02/2014		M[2]			18,423	[4]	06/16/2014	Common Stock	18,4
Restricted Stock Unit	$ 0	06/01/2014		M			5,000	[5]	[5]	Common Stock	5,0
Restricted Stock Unit	$ 0	06/01/2014		M			4,325	[5]	[5]	Common Stock	4,3
Restricted Stock Unit	$ 0	06/01/2014		M			4,175	[5]	[5]	Common Stock	4,1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

WARMENHOVEN DANIEL J 495 EAST JAVA DRIVE SUNNYVALE, CA 94089	X	Executive Chairman

Signatures

By: Michael Nolan, Attorney-in-Fact For: Daniel J. Warmenhoven	06/03/2014
**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) Includes 356 shares purchased pursuant to NetApp's 1999 Employee Stock Purchase Plan.

(2) The transaction(s) reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

(3) 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.

(4) 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.

(5) 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.

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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