HOAG JAY C Form 4 August 01, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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 Responses)

1. Name and Address of Reporting Person * **HOAG JAY C**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

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response...

Estimated average

burden hours per

Symbol

07/28/2011

NETFLIX INC [NFLX]

(Check all applicable)

(Last) (First) 3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director 10% Owner Officer (give title Other (specify

C/O TECHNOLOGY CROSSOVER **VENTURES, 528 RAMONA STREET**

(Street)

(Middle)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

PALO ALTO, CA 94301

(City)	(State)	(Zip) Ta	ble I - Non	-Derivati	ve Sec	curities Acqui	red, Disposed of	, or Beneficia	ally 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) onor Disposed of (D) (Instr. 3, 4 and 5) (A)			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)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(mstr. 1)	
Common Stock	07/28/2011		M	490	A	\$ 101.99	490	D (1)	
Common Stock	07/28/2011		M	466	A	\$ 107.29	956	D (1)	
Common Stock	07/28/2011		M	456	A	\$ 109.66	1,412	D (1)	
Common Stock	07/28/2011		M	491	A	\$ 101.88	1,903	D (1)	
Common Stock	07/28/2011		M	371	A	\$ 134.91	2,274	D (1)	

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Common Stock	07/28/2011	M	323	A	\$ 154.66	2,597	D (1)	
Common Stock	07/28/2011	M	299	A	\$ 167.67	2,896	D (1)	
Common Stock	07/28/2011	M	250	A	\$ 200.14	3,146	D (1)	
Common Stock	07/28/2011	M	280	A	\$ 178.41	3,426	D (1)	
Common Stock	07/28/2011	M	235	A	\$ 212.9	3,661	D (1)	
Common Stock	07/28/2011	M	244	A	\$ 204.63	3,905	D (1)	
Common Stock	07/28/2011	M	207	A	\$ 242.09	4,112	D (1)	
Common Stock	07/28/2011	M	211	A	\$ 237.19	4,323	D (1)	
Common Stock	07/28/2011	M	187	A	\$ 267.26	4,510	D (1)	
Common Stock	07/28/2011	S	4,510	D	\$ 267.8118 (2)	0	D (1)	
Common Stock						63,854	I	The Hoag Family Trust U/A/ DTD 08/02/1994
Common Stock						12,396	I	Hamilton Investments Limited Partnership

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactionof		Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Non-Qualified Stock Option (right to buy)	\$ 101.99	07/28/2011		M	490	05/03/2010	05/03/2020	Common Stock	490
Non-Qualified Stock Option (right to buy)	\$ 107.29	07/28/2011		M	466	06/02/2010	06/02/2020	Common Stock	466
Non-Qualified Stock Option (right to buy)	\$ 109.66	07/28/2011		M	456	07/01/2010	07/01/2020	Common Stock	456
Non-Qualified Stock Option (right to buy)	\$ 101.88	07/28/2011		M	491	08/02/2010	08/02/2020	Common Stock	491
Non-Qualified Stock Option (right to buy)	\$ 134.91	07/28/2011		M	371	09/01/2010	09/01/2020	Common Stock	371
Non-Qualified Stock Option (right to buy)	\$ 154.66	07/28/2011		M	323	10/01/2010	10/01/2020	Common Stock	323
Non-Qualified Stock Option (right to buy)	\$ 167.67	07/28/2011		M	299	11/01/2010	11/01/2020	Common Stock	299
Non-Qualified Stock Option (right to buy)	\$ 200.14	07/28/2011		M	250	12/01/2010	12/01/2020	Common Stock	250
Non-Qualified Stock Option (right to buy)	\$ 178.41	07/28/2011		M	280	01/03/2011	01/03/2021	Common Stock	280
Non-Qualified Stock Option (right to buy)	\$ 212.9	07/28/2011		M	235	02/01/2011	02/01/2021	Common Stock	235
Non-Qualified Stock Option (right to buy)	\$ 204.63	07/28/2011		M	244	03/01/2011	03/01/2021	Common Stock	244
Non-Qualified	\$ 242.09	07/28/2011		M	207	04/01/2011	04/01/2021	Common	207

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Stock Option (right to buy)							Stock	
Non-Qualified Stock Option (right to buy)	\$ 237.19	07/28/2011	M	211	05/01/2011	05/01/2021	Common Stock	211
Non-Qualified Stock Option (right to buy)	\$ 267.26	07/28/2011	M	187	06/01/2011	06/01/2021	Common Stock	187

Reporting Owners

Relationships

 $\frac{\text{Reporting Owner Name / Address}}{\text{Director}} \frac{10\%}{\text{Owner}} \frac{\text{Officer}}{\text{Other}} \frac{\text{Other}}{\text{Other}}$ HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET X

Signatures

PALO ALTO, CA 94301

Frederic D. Fenton, Authorized signatory for Jay C. Hoag 08/01/2011

**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).
- Jay C. Hoag ("Hoag") has the sole voting and dispositive power over these shares; however, TCMI, Inc. has a right to 100% of the pecuniary interest in such shares. Hoag is a stockholder and director of TCMI, Inc. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. This does not include shares held by The Hoag Family Trust U/A DTD 08/02/1994 and Hamilton Investments Limited Partnership, which are separately reported on this Form 4.
- This transaction was executed in multiple trades at prices ranging from \$267.81 to \$267.82. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide, upon written request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) These shares are held by The Hoag Family Trust U/A DTD 08/02/1994. Hoag is a trustee of The Hoag Family Trust U/A DTD 08/02/1994. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- These shares are held by Hamilton Investments Limited Partnership. Hoag is the sole general partner and a limited partner of Hamilton (4) Investments Limited Partnership. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (5) Not applicable.
- Hoag has the sole voting and dispositive power over the options he holds directly; however, TCMI, Inc. has a right to 100% of the (6) pecuniary interest in such options. Hoag is a stockholder and director of TCMI, Inc. Hoag disclaims beneficial ownership of such options and the shares he receives upon exercise of such options except to the extent of his pecuniary interest therein.

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.

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