WARMENHOVEN DANIEL J

Form 4 June 27, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WARMENHOVEN DANIEL J			2. Issuer Name and Ticker or Trading Symbol NetApp, Inc. [NTAP]	5. Relationship of Reporting Person(s) to Issuer			
			***	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
495 EAST JAVA DRIVE			06/26/2008	_X_ Officer (give title Other (special below) Officer (give title Other (special below)			
				Chief Executive Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
SUNNYVALI	E, CA 94089	9		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	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)
Common Stock	06/26/2008		M	5,202	A		3,188,134	I	by Trust
Common Stock	06/26/2008		M	6,364	A	\$ 15.711	3,194,498	I	by Trust
Common Stock	06/26/2008		M	6,527	A	\$ 15.32	3,201,025	I	by Trust
Common Stock	06/26/2008		M	4,960	A	\$ 20.16	3,205,985	I	by Trust
Common Stock							46,739	D	

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Common Stock						970,000	I	by Lmto Ptnrshp		
Common Stock						81,462	I	by Trus	t2	
Reminder: Ro	eport on a sepa	arate line for each clas	ss of securities benefi	Person informa require	s who responation contained to respond s a currently	nd to the col ed in this fo unless the	rm are not form	SEC 1474 (9-02)		
			tive Securities Acquuts, calls, warrants,				ed			
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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	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	
Incentive Stock Option (right to buy)	\$ 15.32	06/26/2008		M	6,527	<u>(4)</u>	02/06/2012	Common Stock	6,527	
Incentive Stock Option	\$ 15.711	06/26/2008		M	6,364	<u>(5)</u>	05/08/2013	Common Stock	6,364	

M

M

(right to buy)

Incentive Stock

\$ 19.22

\$ 20.16

06/26/2008

06/26/2008

Option

(right to buy)

Incentive Stock

Option

(right to buy)

5,202

4,960

Stock

Common

Stock

Common

Stock

(4)

(4)

5,202

4,960

06/16/2014

04/25/2011

Do Se (In

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WARMENHOVEN DANIEL J 495 EAST JAVA DRIVE SUNNYVALE, CA 94089

Chief Executive Officer

Signatures

By: Janice Mahoney by Power of Attorney For: Daniel J. Warmenhoven

06/27/2008

**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) 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.
- Shares held by Warmenhoven Ventures LP, a limited partnership of which the Warmenhoven Management Trust is the general partner, of (2) 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.
- (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.
- 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.
- Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month annniversary of the grant date

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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