

NetApp, Inc.  
Form 3  
October 20, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â Goel Manish                             |         | (Month/Day/Year)                     | NetApp, Inc. [NTAP]  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 495 EAST JAVA DRIVE                       |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
| SUNNYVALE,Â CAÂ 94089                     |         |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
| (City)                                    | (State) | (Zip)                                | (give title below)   | (specify below)                                      |
|   |         |                                      | Exec VP of Product Operations  |  |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of Shares   |  |

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|   |       |            |              |        |          |   |   |
|---|-------|------------|--------------|--------|----------|---|---|
| Incentive Stock Option (right to buy)     | Â (1) | 05/02/2014 | Common Stock | 3,198  | \$ 19.17 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (2) | 02/16/2016 | Common Stock | 30,000 | \$ 15.59 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (1) | 05/02/2014 | Common Stock | 2,772  | \$ 19.17 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (1) | 05/31/2016 | Common Stock | 50,000 | \$ 20.69 | D | Â |
| Restricted Stock Unit                     | Â (3) | 04/28/2010 | Common Stock | 2,500  | \$ 0     | D | Â |
| Restricted Stock Unit                     | Â (4) | 06/19/2011 | Common Stock | 3,333  | \$ 0     | D | Â |
| Restricted Stock Unit                     | Â (3) | 04/25/2012 | Common Stock | 30,000 | \$ 0     | D | Â |
| Restricted Stock Unit                     | Â (3) | 06/02/2012 | Common Stock | 5,000  | \$ 0     | D | Â |
| Restricted Stock Unit                     | Â (3) | 02/17/2013 | Common Stock | 10,000 | \$ 0     | D | Â |
| Restricted Stock Unit                     | Â (3) | 06/01/2013 | Common Stock | 66,667 | \$ 0     | D | Â |
| Restricted Stock Unit                     | Â (3) | 06/19/2013 | Common Stock | 16,094 | \$ 0     | D | Â |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| Goel Manish<br>495 EAST JAVA DRIVE<br>SUNNYVALE, CA 94089 | Â             | Â         | Â Exec VP of Product Operations | Â     |

## Signatures

By: Janice Mahoney by Power of Attorney For: Manish Goel 10/20/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month anniversary of the grant date.
  - (2) 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.

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- (3) 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.
- (4) The restricted stock unit shares vest as to 50% of the shares on the one-year anniversary of the grant date, and 50% of the shares on second annual anniversary 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.