

Salmon Robert E
Form 4
December 14, 2010

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
obligations
may continue.
See Instruction
1(b).

**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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Salmon Robert E

(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)
12/10/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive VP, Field Operations

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)
Common Stock	12/10/2010		M	4,965 A \$ 20.16	17,972	I	by Trust1 (1)
Common Stock	12/10/2010		M	2,083 A \$ 15.32	20,055	I	by Trust1 (1)
Common Stock	12/10/2010		M	1,250 A \$ 15.32	21,305	I	by Trust1 (1)
Common Stock	12/10/2010		M	9,478 A \$ 15.711	30,783	I	by Trust1 (1)
Common Stock	12/10/2010		M	5,216 A \$ 19.17	35,999	I	by Trust1 (1)

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Common Stock	12/10/2010	M	28,614	A	\$ 29.24	64,613	I	by Trust1 (1)
Common Stock	12/10/2010	M	4,483	A	\$ 34.24	69,096	I	by Trust1 (1)
Common Stock	12/10/2010	M	25,916	A	\$ 23.79	95,012	I	by Trust1 (1)
Common Stock	12/14/2010	S	54,530	D	\$ (2) 54.573	40,482	I	by Trust1 (1)
Common Stock						8,047	D	
Common Stock						240	I	by Trust2 (3)
Common Stock						240	I	by Trust3 (4)

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

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 15.32	12/10/2010		M	2,083	(5) 02/06/2012	Common Stock	2,083
Incentive Stock Option (right to buy)	\$ 15.32	12/10/2010		M	1,250	(6) 02/06/2012	Common Stock	1,250
Incentive Stock Option (right to buy)	\$ 15.711	12/10/2010		M	9,478	(7) 05/08/2013	Common Stock	9,478
	\$ 19.17	12/10/2010		M	5,216	(7) 05/02/2014		5,216

Incentive Stock Option (right to buy)							Common Stock	
Incentive Stock Option (right to buy)	\$ 20.16	12/10/2010	M	4,965	<u>(6)</u>	04/25/2011	Common Stock	4,965
Incentive Stock Option (right to buy)	\$ 34.24	12/10/2010	M	4,483	<u>(6)</u>	03/14/2016	Common Stock	4,483
Non-Qualified Stock Option (right to buy)	\$ 23.79	12/10/2010	M	25,916	<u>(7)</u>	06/01/2015	Common Stock	25,916
Non-Qualified Stock Option (right to buy)	\$ 29.24	12/10/2010	M	28,614	<u>(7)</u>	05/31/2015	Common Stock	28,614

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Salmon Robert E 495 EAST JAVA DRIVE SUNNYVALE, CA 94089			Executive VP, Field Operations	

Signatures

By: Janice Mahoney by Power of Attorney For: Robert E. Salmon

12/14/2010

 **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 Robert Salmon and Patricia Mertens-Salmon, trustees to the Salmon Trust UDT 10/6/2000

The price in Column 4 is a weighted average price. The prices actually received ranged from \$54.42 to \$54.715. The reporting person will

- (2) provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

- (3) Shares held in trust by Patricia Mertens-Salmon, Custodian for Michael T. Salmon UTMA CA.

- (4) Shares held in trust by Patricia Mertens-Salmon, Custodian for Gregory Salmon UTMA CA.

Option vests with respect to 20% of the shares in equal monthly installments over the 12 months of service measured from the first anniversary of the option date; 30% of the shares in equal monthly installments over the following 12 months of service; and 50% of the shares in equal monthly installments over the final 12 months of service.

- (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.

- (7) Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month 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.

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