

Goldberg Evan
Form 4/A
April 11, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Goldberg Evan

(Last) (First) (Middle)

C/O NETSUITE INC., 2955
CAMPUS DRIVE, SUITE 100

(Street)

SAN MATEO, CA 94403

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETSUITE INC [N]

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
12/07/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CTO & Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 12/05/2011 | | M ⁽¹⁾ | | 3,000 | D | \$ 1.5 |
| | | | | | | | 2,875,287 ⁽⁹⁾ |
| Common Stock | 12/05/2011 | | S ⁽¹⁾ | | 400 | D | \$ 44.8938 |
| | | | | | | | 2,874,887 ⁽²⁾ |
| Common Stock | 12/05/2011 | | S ⁽¹⁾ | | 1,000 | D | \$ 45.5509 |
| | | | | | | | 2,873,887 ⁽³⁾ |
| Common Stock | 12/05/2011 | | S ⁽¹⁾ | | 1,600 | D | \$ 46.8578 |
| | | | | | | | 2,872,287 ⁽⁴⁾ |

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| | | | | | | | |
|--------------|------------|------------------|-----------------------------------|---|-----------------------------------------|--------------------------|---|
| Common Stock | 12/06/2011 | S ⁽¹⁾ | 700 ⁽⁶⁾ <u>(10)</u> | D | \$ 46.2186 <u>(7)</u> <u>(10)</u> | 2,871,587 <u>(10)</u> | D |
| Common Stock | 12/06/2011 | S ⁽¹⁾ | 1,269 <u>(6)</u> | D | \$ 46.9302 <u>(8)</u> | 2,870,318 | D |

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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Employee Stock Option (right to buy) | \$ 1.5 | 12/05/2011 | | M ⁽¹⁾ | 3,000 | <u>(5)</u> 01/28/2014 | Common Stock | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Goldberg Evan C/O NETSUITE INC. 2955 CAMPUS DRIVE, SUITE 100 SAN MATEO, CA 94403 | X | | CTO & Chairman of the Board | |

Signatures

/s/ Adriana Botto, by power of attorney
04/11/2012

 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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 15, 2011.
The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$44.305 to \$45.25 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (2) The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$45.30 to \$45.97 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (3) The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$46.41 to \$47.37 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (4) This option is fully vested.
- (5) Shares sold to cover taxes in connection with the vesting on December 3, 2011 of restricted stock units awarded on March 3, 2010 and March 7, 2011.
The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$45.76 to \$46.72 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (6) The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$46.78 to \$47.07 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (7) The amount of securities beneficially owned following the reported transaction has been reduced by an aggregate of 1,999 shares in accordance with the Form 4/A filings which amended the Forms 4 originally filed on May 12, 2010 and September 7, 2011.
- (8) See remarks below.
- (9) See remarks below.
- (10) See remarks below.

Remarks:

This report on Form 4/A amends and replaces in its entirety the Form 4 filed by the Reporting Person on December 7, 2011. T

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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