

WARMENHOVEN DANIEL J
 Form 4
 June 03, 2010

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 *
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)
 495 EAST JAVA DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/01/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Chairman

SUNNYVALE, CA 94089

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	06/02/2010		M ⁽¹⁾	50,000 A \$ 9.99	100,087	D	
Common Stock	06/02/2010		S ⁽¹⁾	50,000 D \$ 38.5	50,087	D	
Common Stock					170,000	I	by Lmtd Ptnrshp2 ⁽²⁾
Common Stock					2,499,835	I	by Trust ⁽³⁾
Common Stock					78,962	I	by Trust2 ⁽⁴⁾

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extent of his pecuniary interest therein.

- (3) 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.
- (4) 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.
- (5) Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month anniversary of the grant date.
- (6) 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.

Remarks:

Non-Derivative Securities Beneficially Owned by Direct Ownership includes 1,300 shares of Issuer's common stock acquired

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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