## Edgar Filing: SOMMERS DAVID P - Form 4

SOMMERS	DAVID P									
Form 4										
January 27, 2										
FORM	<b>14</b> UNITED ST		RITIES A			IGE C	COMMISSION	OMB AF OMB Number:	PROVAL 3235-0287	
Check th if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	6. Filed pursu inue.	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 20(b) of the Investment Company Act of 1040						January 31 Expires: 200 Estimated average burden hours per response 0.		
(Print or Type I	Responses)									
1. Name and A SOMMERS	ddress of Reporting Pe DAVID P	Symbol	er Name <b>and</b> COUT SYS []		-	2	5. Relationship of Issuer (Checl	Reporting Pers k all applicable		
	(First) (Mid COUT SYSTEMS, ITTLETON ROAI	(Month/ 01/25/	of Earliest Tra Day/Year) 2011	ansaction			Director X Officer (give below) CFO & VP			
	(Street) 4. If Amendm Filed(Month/D			-			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
WESTFOR	D, MA 01886						Form filed by M Person	Iore than One Re	porting	
(City)	(State) (Z	Tal	ole I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	· · · ·		3. Transactio Code	4. Securit	ies Ac sposed 4 and 5 (A) or (D)	quired of (D) 5) Price	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	
Common Stock	01/25/2011		M <u>(1)</u>	31,250	$\frac{\mathbf{A}}{(1)}$	\$ 5.26	158,046 <u>(2)</u>	D		

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

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 Acquired, Disposed of, or Beneficially Owned

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

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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. Transactio Code (Instr. 8)	5. Number of onDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 5.26	01/25/2011		M <u>(1)</u>	3	31,250	<u>(3)</u>	06/27/2011	Common Stock	31,250

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SOMMERS DAVID P C/O NETSCOUT SYSTEMS, INC. 310 LITTLETON ROAD WESTFORD, MA 01886			CFO & VP General Operations				
Signatures							

/s/ David P. Sommers 01/27/2011 <u>\*\*</u>Signature of Date

Reporting Person

## **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 shares of Common Stock were acquired upon the exercise of an option grant pursuant to a 10b5-1 plan.
- (2) 2,500 of these shares are held by a trust in which the reporting person has a pecuniary interest.
- (3) The initial portion of the option grant initially became exercisable on June 27, 2002 and the remainder vested in equal quarterly installments thereafter.

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.