**DOWNING JOHN** 

Form 4 September 09, 2011

### 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**DOWNING JOHN** 

(Last) (First) (Middle)

(State)

C/O NETSCOUT SYSTEMS. INC., 310 LITTLETON ROAD

(Street)

2. Issuer Name and Ticker or Trading

Symbol

NETSCOUT SYSTEMS INC [NTCT]

3. Date of Earliest Transaction (Month/Day/Year) 09/07/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

below)

Director

X\_ Officer (give title

Issuer

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person

5. Relationship of Reporting Person(s) to

(Check all applicable)

SVP, WorldwideSalesOperations

10% Owner

Other (specify

Form filed by More than One Reporting

WESTFORD, MA 01886

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5) (A)

5. Amount of Securities Beneficially Owned Following Reported

(Instr. 3 and 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(I) Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

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

Code V Amount (D) Price

or

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of

Conversion

Derivative

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if TransactiorDerivative

5. Number of

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8. 1 Underlying Securities

1

#### Edgar Filing: DOWNING JOHN - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)		/Year)	(Instr. 3 and	4)	Sec (In
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	3
Restricted Stock Unit	<u>(1)</u>	09/07/2011		A	16,800	(2)	(3)	Common Stock	16,800	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DOWNING JOHN C/O NETSCOUT SYSTEMS, INC. 310 LITTLETON ROAD WESTFORD, MA 01886

SVP, WorldwideSalesOperations

# **Signatures**

By: /s/ John Downing 09/09/2011

\*\*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) Price is N/A.
- (2) The restricted stock units vest in four equal annual installments beginning on September 7, 2012.
- (3) Date is N/A.

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.

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