Edgar Filing: HADZIMA JOSEPH G JR - Form 4

HADZIMA J	IOSEPH G JR												
Form 4													
September 09	9, 2011												
FORM	4 UNITED S	STATES	ES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								PPROVAL 3235-0287		
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	6. Filed purs Section 17(a	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								Expires: Estimated burden hou response	January 31Expires:200Estimated averageburden hours perresponse0.		
(Print or Type R	Responses)												
HADZIMA JOSEPH G JR Symi NET			Symbol	NETSCOUT SYSTEMS INC					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(3. Date of Earliest Transaction(Month/Day/Year)09/07/2011						X_Director10% Owner Officer (give titleOther (specify below) below)				
	(Street)		4. If Amer Filed(Mont			e Original			6. Individual or J Applicable Line) _X_ Form filed by		-		
WESTFORI	D, MA 01886									More than One R			
(City)	(State)	(Zip)	Table	e I - Nor	n-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executi any		Code (Instr.	8)	4. Securi nAcquired Disposed (Instr. 3, Amount	l (A) o l of (D)	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	09/07/2011			М		3,448 (1)	A	<u>(2)</u>	111,122	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 orDerivative 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
Restricted Stock Unit	<u>(2)</u>	09/07/2011		М		3,448	09/07/2011	(3)	Common Stock	3,448
Restricted Stock Unit	(2)	09/07/2011		А	6,928		<u>(4)</u>	(3)	Common Stock	6,928

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
HADZIMA JOSEPH G JR C/O NETSCOUT SYSTEMS, INC. 310 LITTLETON ROAD WESTFORD, MA 01886	Х							
Signatures								
By: /s/ Deborah Asinas, Attorney-in-Fact		09/09/2011						
**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 shares of Common Stock were acquired upon the vesting of certain Restricted Stock Units previously granted to the reporting person.
- (2) Price is N/A.
- (3) Date is N/A.

All of the Restricted Stock Units vest on the date of the Company's Annual Meeting to occur in 2012, provided that during the period from the date of grant through the date of such Annual Meeting, the reporting person attends at least 75% of the meetings, collectively, of

(4) If the Board and any committee of the Board of which the reporting person is a member. In the event that the attendance requirements are not met, the Restricted Stock Units will not become vested until 9/7/2014.

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.