

Goel Manish
Form 4
June 21, 2011

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 *
Goel Manish

(Last) (First) (Middle)
495 EAST JAVA DRIVE
(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NetApp, Inc. [NTAP]

3. Date of Earliest Transaction (Month/Day/Year)
06/19/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Exec VP of Product Operations

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 06/19/2011 | | M | | 1,666 A \$ 0 | | D |
| Common Stock | 06/19/2011 | | F | | 777 D \$ 49.35 | | D |
| Common Stock | 06/19/2011 | | M | | 714 A \$ 0 | | D |
| Common Stock | 06/19/2011 | | F | | 333 D \$ 49.35 | | D |
| Common Stock | 06/19/2011 | | M | | 643 A \$ 0 | | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 06/19/2011 | F | 300 | D | \$ 49.35 | 21,923 | D |
| Common Stock | 06/19/2011 | M | 1,667 | A | \$ 0 | 23,590 | D |
| Common Stock | 06/19/2011 | F | 778 | D | \$ 49.35 | 22,812 | D |
| Common Stock | 06/19/2011 | M | 1,000 | A | \$ 0 | 23,812 | D |
| Common Stock | 06/19/2011 | F | 466 | D | \$ 49.35 | 23,346 | 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 (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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Unit | \$ 0 | 06/19/2011 | | M | 1,666 | <u>(1)</u> | 06/19/2011 <u>(1)</u> | Common Stock | 1,666 |
| Restricted Stock Unit | \$ 0 | 06/19/2011 | | M | 714 | <u>(2)</u> | 06/19/2013 <u>(2)</u> | Common Stock | 714 |
| Restricted Stock Unit | \$ 0 | 06/19/2011 | | M | 643 | <u>(2)</u> | 06/19/2013 <u>(2)</u> | Common Stock | 643 |
| Restricted Stock Unit | \$ 0 | 06/19/2011 | | M | 1,667 | <u>(2)</u> | 06/19/2013 <u>(2)</u> | Common Stock | 1,667 |
| Restricted Stock Unit | \$ 0 | 06/19/2011 | | M | 1,000 | <u>(2)</u> | 06/19/2013 <u>(2)</u> | Common Stock | 1,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Goel Manish 495 EAST JAVA DRIVE SUNNYVALE, CA 94089 | | | Exec VP of Product Operations | |

Signatures

By: Janice Mahoney by Power of Attorney For: Manish
Goel 06/21/2011

__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 restricted stock unit shares vest as to 50% of the shares on the one-year anniversary of the grant date, and 50% of the shares on second annual anniversary of the grant date.
 - (2) 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.

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.