Matte Dan Form 4 May 01, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number: January 31,

Expires: 2005 Estimated average

> 10% Owner Other (specify

0.5

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * Matte Dan

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

F5 NETWORKS INC [FFIV]

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

04/29/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O F5 NETWORKS, INC., 401 ELLIOTT AVE. WEST

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

below) **EVP** of Marketing 6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X_ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SEATTLE, WA 98119

| (City) | (State) (Z | Zip) Table | I - Non-Do | erivative S | Securi | ties Ac | quired, Disposed | of, or Beneficial | lly 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 on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 04/29/2013 | | A | 2,030 (1) | A | \$0 | 10,649 (2) | D | |
| Common Stock | 05/01/2013 | | M | 2,357 (3) | A | \$0 | 13,006 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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 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. Transactic Code (Instr. 8) | | | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price Derivat Securit (Instr. 5 |
|---|---|--------------------------------------|---|--|---------|---------------------|--------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units (4) | \$ 0 | 05/01/2013 | | M | 720 | <u>(5)</u> | <u>(6)</u> | Common Stock | 720 | \$ 0 |
| Restricted Stock Units (4) | \$ 0 | 05/01/2013 | | M | 676 | <u>(7)</u> | <u>(6)</u> | Common Stock | 676 | \$ 0 |
| Restricted Stock Units (4) | \$ 0 | 05/01/2013 | | M | 197 | <u>(8)</u> | <u>(6)</u> | Common Stock | 197 | \$ 0 |
| Restricted Stock Units (4) | \$ 0 | 05/01/2013 | | M | 764 | <u>(9)</u> | <u>(6)</u> | Common Stock | 764 | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|------------------|-------|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | |
| Matte Dan C/O F5 NETWORKS, INC. 401 ELLIOTT AVE. WEST SEATTLE, WA 98119 | | | EVP of Marketing | | | | |

Signatures

/s/ Jeffrey A. Christianson by Power of Attorney 05/01/2013

**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).

Reporting Owners 2

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- (1) Shares acquired based on performance targets for the August 2, 2010, August 1, 2011, November 9, 2011, and November 1, 2012 awards of Restricted Stock Units.
- (2) Includes 291 shares acquired on April 30, 2013 under the F5 Networks, Inc. stock purchase plan.
- (3) Shares acquired upon vesting of the August 2, 2010, August 1, 2011, November 9, 2011, and November 1, 2012 awards of service-based Restricted Stock Units.
- (4) Each Restricted Stock Unit represents a contingent right to receive one share of F5 Networks, Inc. Common Stock on the vest date.
- (5) 8,635 of the service-based Restricted Stock Units awarded August 2, 2010 vest in twelve equal quarterly increments beginning November 1, 2010; an additional 6,000 Restricted Stock Units vest August 1, 2013.
- (6) If the reporting person continues to serve as an officer of the Company on the vest date, the corresponding number of shares of Common Stock of F5 Networks, Inc. will be issued to the reporting person on the vest date.
- (7) The August 1, 2011 award of service-based Restricted Stock Units vests in twelve equal quarterly increments beginning November 1, 2011.
- (8) The November 9, 2011 award of service-based Restricted Stock Units vests in twelve equal quarterly increments beginning February 1, 2012.
- (9) The November 1, 2012 award of service-based Restricted Stock Units vests in sixteen equal quarterly increments beginning February 1, 2013.

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.