

WARMENHOVEN DANIEL J
 Form 4
 June 27, 2008

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 *
WARMENHOVEN DANIEL J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/26/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Chief Executive Officer

(Street)
SUNNYVALE, CA 94089

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|--------------|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 06/26/2008 | | M | | 5,202 | A | \$ 19.22 | 3,188,134 | I | by Trust (1) |
| Common Stock | 06/26/2008 | | M | | 6,364 | A | \$ 15.711 | 3,194,498 | I | by Trust (1) |
| Common Stock | 06/26/2008 | | M | | 6,527 | A | \$ 15.32 | 3,201,025 | I | by Trust (1) |
| Common Stock | 06/26/2008 | | M | | 4,960 | A | \$ 20.16 | 3,205,985 | I | by Trust (1) |
| Common Stock | | | | | | | | 46,739 | D | |

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| | | | |
|--------------|---------|---|--------------------------------|
| Common Stock | 970,000 | I | by Lmtd Ptnrshp2 <u>(2)</u> |
| Common Stock | 81,462 | I | by Trust2 <u>(3)</u> |

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) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 15.32 | 06/26/2008 | | M | 6,527 | <u>(4)</u> 02/06/2012 | Common Stock | 6,527 | |
| Incentive Stock Option (right to buy) | \$ 15.711 | 06/26/2008 | | M | 6,364 | <u>(5)</u> 05/08/2013 | Common Stock | 6,364 | |
| Incentive Stock Option (right to buy) | \$ 19.22 | 06/26/2008 | | M | 5,202 | <u>(4)</u> 06/16/2014 | Common Stock | 5,202 | |
| Incentive Stock Option (right to buy) | \$ 20.16 | 06/26/2008 | | M | 4,960 | <u>(4)</u> 04/25/2011 | Common Stock | 4,960 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WARMENHOVEN DANIEL J 495 EAST JAVA DRIVE SUNNYVALE, CA 94089 | | | Chief Executive Officer | |

Signatures

By: Janice Mahoney by Power of Attorney For: Daniel J. Warmenhoven 06/27/2008

__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) Shares held in trust by Daniel J. Warmenhoven & Charmaine A. Warmenhoven, trustees to The Warmenhoven 1987 Revocable Trust UTA dated 12/16/87, as amended.

Shares held by Warmenhoven Ventures LP, a limited partnership of which the Warmenhoven Management Trust is the general partner, of
- (2) which the reporting person and his wife are the trustees. Reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3) Shares held in trust by Richard A. Andre, trustee to The Daniel J. Warmenhoven 1991 Children's Trust. Reporting person disclaims beneficial ownership of such shares.
- (4) Option vests with respect to 25% of the option shares on the first anniversary of the grant date and the balance in a series of equal monthly installments over the next 36 months of service thereafter.
- (5) Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month anniversary of the grant date.

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.