

MYERS GREG
Form 4
August 03, 2011

FORM 4

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

OMB APPROVAL

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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 *
MYERS GREG

2. Issuer Name and Ticker or Trading Symbol
FORTINET INC [FTNT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O FORTINET, INC., 1090 KIFER ROAD

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2011

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

(Street)
SUNNYVALE, CA 94086

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

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 20.13	08/02/2011			A		15,000		<u>(1)</u>	08/02/2018	Common Stock	15,000
Stock Option (right to buy)	\$ 3.735 <u>(2) (3)</u>								<u>(4)</u>	04/23/2015	Common Stock	96,000 <u>(2) (3)</u>
Stock Option (right to buy)	\$ 3.84 <u>(2)</u> <u>(5)</u>								<u>(6)</u>	04/30/2016	Common Stock	24,000 <u>(2) (5)</u>
Stock Option (right to buy)	\$ 8.99 <u>(2)</u> <u>(7)</u>								<u>(8)</u>	08/05/2017	Common Stock	24,000 <u>(2) (7)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MYERS GREG C/O FORTINET, INC. 1090 KIFER ROAD SUNNYVALE, CA 94086		X		

Signatures

/s/ John Whittle, by power of attorney
08/03/2011

__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 option vests in forty-eight equal monthly installments beginning on September 2, 2011.

(2) On June 1, 2011, the common stock of the Issuer split 2-for-1, in the form of a 100% stock dividend, to all stockholders of record as of the close of business on May 9, 2011 (the "Stock Split").

(3)

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The option was previously reported as covering 48,000 shares at an exercise price of \$7.47 per share, but was adjusted to reflect the Stock Split.

- (4) One forty-eighth of the shares subject to the option vested on May 23, 2008 and one forty-eighth of the shares vest monthly thereafter.
- (5) The option was previously reported as covering 12,000 shares at an exercise price of \$7.68 per share, but was adjusted to reflect the Stock Split.
- (6) One forty-eighth of the shares subject to the option vested on May 23, 2009 and one forty-eighth of the shares vest monthly thereafter.
- (7) The option was previously reported as covering 12,000 shares at an exercise price of \$17.98 per share, but was adjusted to reflect the Stock Split.
- (8) The option vests in forty-eight equal monthly installments beginning on September 5, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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