F5 NETWORKS INC

Form 4

August 02, 2013

FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

Common

Stock

08/01/2013

(Print or Type Responses)

1. Name and Address of Reporting Person * TRIEBES KARL D			2. Issuer Name and Ticker or Trading Symbol F5 NETWORKS INC [FFIV]				ng	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			(Check all applicable)					
C/O F5 NETWORKS, INC., 401 ELLIOTT AVE. WEST			(Month/Day/Year) 07/31/2013					Director 10% Owner X Officer (give title Other (specify below) EVP, Product Development & CTO			
(Street)			4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
SEATTLE,	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		Code (Instr. 3, 4 and 5) Year) (Instr. 8) (A)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V		or (D)	Price	(Instr. 3 and 4)			
Common Stock	07/31/2013			A	2,419 (1)	A	\$0	7,479	D		
Common Stock	08/01/2013			M	12,745 (2)	A	\$0	20,224	D		
Common Stock	08/01/2013			S	6,067	D	\$ 87.81 (3)	14,157	D		

S

6,064

\$

(4)

D

88.81 8,093

D

Edgar Filing: F5 NETWORKS INC - Form 4

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.

SEC 1474 (9-02)

> De Sec (In

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. Transacti Code (Instr. 8)	Sector Acquired (D) (Instantial Contract)	5. Number of Derivative Expiration Date Expiration Date (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		3 (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (5)	\$ 0	08/01/2013		M		10,720	<u>(6)</u>	<u>(7)</u>	Common Stock	10,720	
Restricted Stock Units (5)	\$ 0	08/01/2013		M		676	<u>(8)</u>	<u>(7)</u>	Common Stock	676	
Restricted Stock Units (5)	\$ 0	08/01/2013		M		394	<u>(9)</u>	<u>(7)</u>	Common Stock	394	
Restricted Stock Units (5)	\$ 0	08/01/2013		M		955	(10)	<u>(7)</u>	Common Stock	955	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
TRIEBES KARL D C/O F5 NETWORKS, INC. 401 ELLIOTT AVE. WEST SEATTLE, WA 98119			EVP, Product Development & CTO					

Signatures

/s/ Jeffrey A. Christianson by Power of Attorney 08/02/2013

**Signature of Reporting Person Date

Reporting Owners 2

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 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) 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.
- This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from \$87.40 to \$88.33. The reported price is the weighted average sale price. The reporting person undertakes to provide to the Company, any security holder of the Company, or Securities and Exchange Commission staff, upon request, complete information regarding the number of shares sold at each separate price.
- This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from \$88.41 to \$89.18. The reported price is the weighted average sale price. The reporting person undertakes to provide to the Company, any security holder of the Company, or Securities and Exchange Commission staff, upon request, complete information regarding the number of shares sold at each separate price.
- (5) Each Restricted Stock Unit represents a contingent right to receive one share of F5 Networks, Inc. Common Stock on the vest date.
- (6) 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 10,000 Restricted Stock Units vest August 1, 2013.
- (7) 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.
- (8) The August 1, 2011 award of service-based Restricted Stock Units vests in twelve equal quarterly increments beginning November 1, 2011.
- (9) The November 9, 2011 award of service-based Restricted Stock Units vests in twelve equal quarterly increments beginning February 1, 2012.
- (10) 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.