

SOMMERS DAVID P
Form 4
October 28, 2009

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 *
SOMMERS DAVID P

2. Issuer Name and Ticker or Trading Symbol
NETSCOUT SYSTEMS INC
[NTCT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
310 LITTLETON ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/27/2009

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CFO & VP General Operations

WESTFORD, MA 01886

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/27/2009		M ⁽¹⁾		10,000	A ₍₁₎	\$ 4.22
							121,902 ⁽²⁾
Common Stock	10/27/2009		S ⁽¹⁾		10,000	D ₍₁₎	\$ 13.16
							111,902 ⁽²⁾
							⁽³⁾
Common Stock	10/28/2009		M ⁽¹⁾		10,000	A ₍₁₎	\$ 4.22
							121,902 ⁽²⁾
Common Stock	10/28/2009		S ⁽¹⁾		10,000	D ₍₁₎	\$ 13.09
							111,902 ⁽²⁾
							⁽⁴⁾

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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 Acquired (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	
Employee Stock Options (Right to Buy)	\$ 4.22	10/27/2009		M ⁽¹⁾	10,000	<u>(2)</u> 04/25/2010	Common Stock	10,000	
Employee Stock Options (Right to Buy)	\$ 4.22	10/28/2009		M ⁽¹⁾	10,000	<u>(2)</u> 04/25/2010	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOMMERS DAVID P 310 LITTLETON ROAD WESTFORD, MA 01886			CFO & VP General Operations	

Signatures

/s/ David P.
Sommers
10/28/2009
Date

**Signature of Reporting Person

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) Option was exercised and related Common stock was sold pursuant to a 10b5-1 plan.
- (2) 2,500 of these shares are held by a trust in which the reporting person has a pecuniary interest.
- (3) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share which was \$13.16 of all shares sold on this date; the actual sale prices per share ranged from \$12.92 to \$13.27.
- (4) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share which was \$13.09 of all shares sold on this date; the actual sale prices per share ranged from \$12.95 to \$13.24.

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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