

Holmes William J
Form 4
April 02, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Holmes William J

(Last) (First) (Middle)

100 WINCHESTER CIRCLE

(Street)

LOS GATOS, CA 95032

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NETFLIX INC [NFLX]

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Business Dev Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/01/2013		M	73 ⁽¹⁾	A \$ 23.36 73	D	
Common Stock	04/01/2013		S	73 ⁽¹⁾	D \$ 190.95 0	D	
Common Stock	04/01/2013		M	469 ⁽¹⁾	A \$ 29.87 469	D	
Common Stock	04/01/2013		S	469 ⁽¹⁾	D \$ 190.95 0	D	
Common Stock	04/01/2013		M	208 ⁽¹⁾	A \$ 30.04 208	D	

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Common Stock 04/01/2013 S 208 ⁽¹⁾ D \$ 190.95 0 D

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 23.36	04/01/2013		M		73	(1)	11/03/2008	11/03/2018	Common Stock	73
Non-Qualified Stock Option (right to buy)	\$ 29.87	04/01/2013		M		469	(1)	01/02/2009	01/02/2019	Common Stock	469
Non-Qualified Stock Option (right to buy)	\$ 30.04	04/01/2013		M		208	(1)	10/01/2008	10/01/2018	Common Stock	208
Non-Qualified Stock Option (right to buy)	\$ 182.43	04/01/2013		A	457			04/01/2013	04/01/2023	Common Stock	457

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Holmes William J 100 WINCHESTER CIRCLE LOS GATOS, CA 95032	Chief Business Dev Officer

Signatures

By: David Hyman, Authorized Signatory For: William J. Holmes

04/02/2013

_____*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).

(1) Transaction made pursuant to duly adopted trading plan under Rule 10b5-1(c).

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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