NETSCOUT SYSTEMS INC

Form 4 July 05, 2007

FORM 4

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

OMB APPROVAL
OMB
3235-0287

Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations may continue.

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

response... 0.5

burden hours per

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TA EXECUTIVES FUND LLC			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) JOHN HANCOCK TOWER, 200 CLARENDON ST, 56TH FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 07/03/2007	Director 10% Owner Officer (give titleX Other (specify below) See General Remarks			
CLARENDON ST, 56TH FLOOR (Street) BOSTON, MA 02116			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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
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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. Securi or(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or	Ownership
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	07/03/2007		S	151	D	\$ 8.6575	73,713	D	
Common Stock	07/05/2007		S	477	D	\$ 8.6501	73,236	D	

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

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SEC 1474

(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Derivative Conversio Security or Exercis (Instr. 3) Price of Derivative Security		(Month/Day/Tear)	any Code				(Month/Day/Year) e		ying ies 3 and 4)	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

TA EXECUTIVES FUND LLC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR **BOSTON, MA 02116**

See General Remarks

Signatures

TA Executives Fund LLC

07/05/2007

**Signature of Reporting Person

Date

By: TA Associates, Inc., its Manager

07/05/2007

**Signature of Reporting Person

Date

By: Thomas P. ALber, Chief Financial

Officer

07/05/2007

**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).

Remarks:

Member of a group which owns more than 10% in the aggregate.

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.

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