Anderson Mark
Form 4
February 03, 2012

# FORM 4

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

**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

| | |
|---|---|
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Anderson Mark

(Last) (First) (Middle)

401 ELLIOTT AVENUE WEST

(Street)

SEATTLE, WA 98119

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
F5 NETWORKS INC [FFIV]

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2012

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)
EVP, Worldwide Sales

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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/01/2012 | | A | | 1,841 (1) | A | $ 0 | 12,394 | D | |
| Common Stock | 02/01/2012 | | M | | 1,790 (2) | A | $ 0 | 14,184 | D | |
| Common Stock | 02/01/2012 | | S | | 1,400 | D | $ 120.2443 (3) | 12,784 | D | |
| Common Stock | 02/01/2012 | | S | | 300 | D | $ 120.88 (4) | 12,484 | D | |
| Common Stock | 02/01/2012 | | S | | 1,331 | D | $ 122.3749 | 11,153 | D | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Common Stock | 02/01/2012 | | S | 600 | D | $ 123.0567 (5) (6) | 10,553 | 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)

**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) | | 8. Price Derivat Securit (Instr. |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units (7) | $ 0 | 02/01/2012 | | M | | | 720 | (8) | (9) | Common Stock | 720 | $ 0 |
| Restricted Stock Units (7) | $ 0 | 02/01/2012 | | M | | | 676 | (10) | (9) | Common Stock | 676 | $ 0 |
| Restricted Stock Units (7) | $ 0 | 02/01/2012 | | M | | | 394 | (11) | (9) | Common Stock | 394 | $ 0 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Anderson Mark<br>401 ELLIOTT AVENUE WEST<br>SEATTLE, WA 98119 | | | EVP, Worldwide Sales | |

# Signatures

| /s/ Jeffrey A. Christianson by Power of Attorney | 02/03/2012 |
|---|---|
| **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)** | Shares acquired based on performance targets for the August 2, 2010, August 1, 2011, and November 9, 2011 awards of Restricted Stock Units. |
| **(2)** | Shares acquired upon vesting of the August 2, 2010, August 1, 2011, and November 9, 2011 awards of service-based Restricted Stock Units. |
| **(3)** | This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from $119.72 to $120.62. 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. |
| **(4)** | This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from $120.79 to $121.05. 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)** | This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from $121.89 to $122.85. 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. |
| **(6)** | This transaction was executed pursuant to a Rule 10b5-1 trading plan, in multiple trades at prices ranging from $122.90 to $123.16. 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. |
| **(7)** | Each Restricted Stock Unit represents a contingent right to receive one share of F5 Networks, Inc. Common Stock on the vest date. |
| **(8)** | 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. |
| **(9)** | 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. |
| **(10)** | The August 1, 2011 award of service-based Restricted Stock Units vests in twelve equal quarterly increments beginning November 1, 2011. |
| **(11)** | The November 9, 2011 award of service-based Restricted Stock Units vest in twelve equal quarterly increments beginning February 1, 2012. |

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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