Yonce Donald Form 4 March 12, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

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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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Yonce Donald

(Middle)

32 STONEBRIAR WAY

(Street)

(First)

2. Issuer Name and Ticker or Trading Symbol

SolarWinds, Inc. [SWI]

3. Date of Earliest Transaction (Month/Day/Year) 03/08/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_X\_\_ 10% Owner Director Officer (give title \_ Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

FRISCO, TX 75034

| (City)                               | (State)                                 | (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |  |       |                      |  |  |   |  |
|--------------------------------------|---|--|--|--|-------|----------------------|--|--|---|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                            | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securitie<br>orDisposed o<br>(Instr. 3, 4 | f (D) | uired (A) or         | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock                      | 03/08/2012                              |  | S                                      | 216,010                                      | D     | \$ 37.193<br>(1)     | 8,027,304  | I  | By<br>GRAT (2)  |  |
| Common<br>Stock                      | 03/08/2012                              |  | S                                      | 54,003                                       | D     | \$ 37.193<br>(1)     | 4,889,865  | I  | By LP (3)   |  |
| Common<br>Stock                      | 03/09/2012                              |  | S                                      | 402,672                                      | D     | \$<br>37.3065<br>(4) | 7,624,632  | I  | By<br>GRAT (2)  |  |
| Common<br>Stock                      | 03/09/2012                              |  | S                                      | 100,668                                      | D     | \$<br>37.3065<br>(4) | 4,789,197  | I  | By LP (3)   |  |
| Common                               | 03/12/2012                              |  | S                                      | 56,985                                       | D     | \$                   | 7,567,647  | I  | Ву  |  |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 3                   | ate                | 7. Title at Amount of Underlyin Securities (Instr. 3 at | of Ing S | 3. Price of Derivative Security Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|--------------------------------------|---|---------------------------------------|---|---------------------|--------------------|---|----------|---|--|
|   |   |                                      |   | Code V                                | , ,   | Date<br>Exercisable | Expiration<br>Date | or<br>Title Nu<br>of                                    | ımber    |   |  |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
|                                | Director      | 10% Owner | Officer | Other |  |  |  |
| Yonce Donald                   |               |           |         |       |  |  |  |
| 32 STONEBRIAR WAY              |               | X         |         |       |  |  |  |
| FRISCO, TX 75034               |               |           |         |       |  |  |  |

## **Signatures**

/s/ Bryan A. Sims, Attorney-In-Fact for Donald C. 03/12/2012 Yonce 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) This transaction was executed in multiple trades at prices ranging from \$37.00 to \$37.55, inclusive. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security

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holder of the issuer full information regarding the number of shares sold and each separate price within the ranges set forth in the footnotes of this form.

- (2) Shares are held by the Donald Yonce 2007 Trust, which is a grantor retained annuity trust. Donald C. Yonce is the trustee of the Donald Yonce 2007 Trust and has no voting and dispositive power over the shares held by the Donald Yonce 2007 Trust.
- Shares are held by Atlantis SolarWinds, LP. Atlantis SolarWinds, LLC is the general partner of Atlantis SolarWinds, LP. The Donald (3) Yonce Family Trust is the sole member of Atlantis SolarWinds, LLC. Mr. Yonce is the trustee of the Donald Yonce Family Trust and, by virtue of this relationship, has sole voting and dispositive power over the shares held by Atlantis SolarWinds, L.P.
- (4) This transaction was executed in multiple trades at prices ranging from \$37.125 to \$37.50, inclusive. The price reported above reflects the weighted average sale price.
- (5) This transaction was executed in multiple trades at prices ranging from \$37.24 to \$38.11, inclusive. The price reported above reflects the weighted average sale price.

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.