

WATERHOUSE LLOYD G  
 Form 4  
 May 18, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**WATERHOUSE LLOYD G**  
  
 (Last) (First) (Middle)  
**C/O SOLARWINDS, INC., 3711 S.  
 MOPAC EXPY, BUILDING TWO**

2. Issuer Name and Ticker or Trading Symbol  
**SolarWinds, Inc. [SWI]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/17/2012**

5. Relationship of Reporting Person(s) to Issuer  
  
 (Check all applicable)

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

(Street)  
  
**AUSTIN, TX 78746**

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

**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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	05/17/2012		A	999 <sup>(1)</sup> A \$ 0	6,166	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)**

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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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 45.05	05/17/2012		A	6,277	(2) 05/17/2022	Common Stock	6,277

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

WATERHOUSE LLOYD G  
 C/O SOLARWINDS, INC., 3711 S. MOPAC EXPY  
 BUILDING TWO  
 AUSTIN, TX 78746

X

## Signatures

/s/ Bryan A. Sims,  
 Attorney-In-Fact

05/18/2012

\_\_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) Represents restricted stock units awarded pursuant to the annual equity grant under the issuer's director compensation plan that entitle the reporting person to receive one share of issuer's common stock per restricted stock unit. The restricted stock units will fully vest on the earlier of the date of the issuer's 2013 annual meeting of stockholders and December 31, 2013, subject to continued service through the applicable date.

(2) Represents stock options awarded pursuant to the annual equity grant under the issuer's director compensation plan. All of the shares will fully vest on the earlier of the date of the issuer's 2013 annual meeting of stockholders and December 31, 2013, subject to continued service through the applicable date.

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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