

Matte Dan
Form 4
May 21, 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 *
Matte Dan

(Last) (First) (Middle)

C/O F5 NETWORKS, INC., 401
ELLIOTT AVE. 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)
05/17/2013

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)

EVP of Marketing

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	05/17/2013		M	(A) or (D) 11,632 (1)	A \$ 0 24,638	D	

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

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information contained in this form are not
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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. Pr Deriv Secur (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units ⁽²⁾	\$ 0	05/17/2013		M		6,720		<u>(3)</u>	<u>(4)</u>	Common Stock	6,720	\$
Restricted Stock Units ⁽²⁾	\$ 0	05/17/2013		M		2,028		<u>(5)</u>	<u>(4)</u>	Common Stock	2,028	\$
Restricted Stock Units ⁽²⁾	\$ 0	05/17/2013		M		591		<u>(6)</u>	<u>(4)</u>	Common Stock	591	\$
Restricted Stock Units ⁽²⁾	\$ 0	05/17/2013		M		2,293		<u>(7)</u>	<u>(4)</u>	Common Stock	2,293	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Matte Dan C/O F5 NETWORKS, INC. 401 ELLIOTT AVE. WEST SEATTLE, WA 98119			EVP of Marketing	

Signatures

/s/ Jeffrey A. Christianson by Power of Attorney

05/21/2013

^{**}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) Shares acquired upon vesting of the August 2, 2010, August 1, 2011, November 9, 2011, and November 1, 2012 awards of service-based Restricted Stock Units.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of F5 Networks, Inc. Common Stock on the vest date.
- (3)

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As amended, 7,915 of the service-based Restricted Stock Units awarded August 2, 2010, vested in eleven equal quarterly increments beginning November 1, 2010, and 6,720 vested May 17, 2013.

- (4) 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.
- (5) As amended, 4,733 of the service-based Restricted Stock Units awarded August 1, 2011, vested in seven equal quarterly increments beginning November 1, 2011, 2,028 vested May 17, 2013, and the remaining unvested portion of the award expired May 18, 2013.
- (6) As amended, 1,182 of the service-based Restricted Stock Units awarded November 9, 2011, vested in six equal quarterly increments beginning February 1, 2012, 591 vested May 17, 2013, and the remaining unvested portion of the award expired May 18, 2013.
- (7) As amended, 1,528 of the service-based Restricted Stock Units awarded November 1, 2012, vested in two equal quarterly increments beginning February 1, 2013, 2,293 vested May 17, 2013, and the remaining unvested portion of the award expired May 18, 2013.

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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