

Xie Michael
Form 4
August 03, 2018

FORM 4

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

OMB APPROVAL

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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 *
Xie Michael

2. Issuer Name and Ticker or Trading Symbol
FORTINET INC [FTNT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O FORTINET, INC., 899 KIFER ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
VP, Engineering & CTO

SUNNYVALE, CA 94086

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

(City) (State) (Zip)

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	08/01/2018		M ⁽¹⁾		2,500	A	\$ 0
Common Stock	08/01/2018		M ⁽²⁾		2,500	A	\$ 0
Common Stock	08/01/2018		M ⁽³⁾		2,500	A	\$ 0
Common Stock	08/01/2018		F ⁽⁴⁾		3,720	D	\$ 64.6
Common Stock	08/02/2018		S ⁽⁵⁾		4,102	D	\$ 70.4688
					⁽⁶⁾		⁽⁷⁾

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Common Stock	08/02/2018	S ⁽⁵⁾	<u>35,257</u> (6)	D	\$ 72.0385 (8)	6,656,421	D	
Common Stock	08/02/2018	S ⁽⁵⁾	<u>28,266</u> (6)	D	\$ 72.632 (9)	6,628,155	D	
Common Stock	08/02/2018	S ⁽⁵⁾	<u>16,155</u> (6)	D	\$ 73.6948 (10)	6,612,000	D	
Common Stock	08/02/2018	S ⁽⁵⁾	<u>98</u> (6)	D	\$ 70.4679 (7)	6,611,902	D	
Common Stock	08/02/2018	S ⁽⁵⁾	<u>842</u> (6)	D	\$ 72.0382 (8)	6,611,060	D	
Common Stock	08/02/2018	S ⁽⁵⁾	<u>675</u> (6)	D	\$ 72.6321 (9)	6,610,385	D	
Common Stock	08/02/2018	S ⁽⁵⁾	<u>385</u> (6)	D	\$ 73.6946 (10)	6,610,000	D	
Common Stock	08/03/2018	S ⁽⁵⁾	<u>35,673</u> (6)	D	\$ 73.8965 (11)	6,574,327	D	
Common Stock	08/03/2018	S ⁽⁵⁾	<u>42,154</u> (6)	D	\$ 74.8649 (12)	6,532,173	D	
Common Stock	08/03/2018	S ⁽⁵⁾	<u>2,173</u> (6)	D	\$ 75.487 (13)	6,530,000	D	
Common Stock						1,991,686	I	See Footnote (14)
Common Stock						3,708,314	I	See footnote (15)

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

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(9-02)

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

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- (5) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
- (6) Represents the aggregate of sales effected on the same day at different prices
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$70.26 to \$70.74 per share. Full
- (7) information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$71.34 to \$72.33 per share. Full
- (8) information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$72.34 to \$73.32 per share. Full
- (9) information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$73.34 to \$73.86 per share. Full
- (10) information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$73.41 to \$74.39 per share. Full
- (11) information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$74.41 to \$75.40 per share. Full
- (12) information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$75.43 to \$75.55 per share. Full
- (13) information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (14) Shares held directly by the 2010 K.A. Family Trust dated May 3, 2010, for which the Reporting Person serves as a trustee.
- (15) Shares held directly by The K.A. Children's Trust dated February 9, 2011, for which the Reporting Person serves as a trustee.
- (16) Each RSU represents a contingent right to receive one share of the Issuer's common stock.
- 25% of the RSUs vest on February 1, 2016, then the remaining 75% of the RSUs vest in equal installments on each quarterly
- (17) anniversary thereafter, until such time as the RSUs are 100% vested, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting.
- 25% of the RSUs vest on February 1, 2017, then the remaining 75% of the RSUs vest in equal installments on each quarterly
- (18) anniversary thereafter, until such time as the RSUs are 100% vested, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting.
- 25% of the RSUs vest on February 1, 2018, then the remaining 75% of the RSUs vest in equal installments on each quarterly
- (19) anniversary thereafter, until such time as the RSUs are 100% vested, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting.

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.