

SOMMERS DAVID P
 Form 4/A
 January 28, 2010

FORM 4

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

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).

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 *
 SOMMERS DAVID P

2. Issuer Name and Ticker or Trading Symbol
 NETSCOUT SYSTEMS INC
 [NTCT]

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

(Last) (First) (Middle)
 310 LITTLETON ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/27/2009

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 CFO & VP General Operations

WESTFORD, MA 01886
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/30/2009

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 or Price | | | | |
| Common Stock | 11/27/2009 | | M ⁽¹⁾ | | 6,800 <u>(2)</u> | A <u>(1)</u> | \$ 4.22 | 118,702 ⁽³⁾ | D |
| Common Stock | 11/27/2009 | | S ⁽¹⁾ | | 6,800 <u>(2)</u> | D <u>(1)</u> | \$ 12.29 | 111,902 ⁽³⁾ | D |

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)

| 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 Options (Right to Buy) | \$ 4.22 | 11/27/2009 | | M ⁽¹⁾ | 6,800 | ⁽⁵⁾ 04/25/2010 | Common Stock | 6,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SOMMERS DAVID P 310 LITTLETON ROAD WESTFORD, MA 01886 | | | CFO & VP General Operations | |

Signatures

/s/ David P.
Sommers
01/28/2010

**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) Option was exercised and related Common stock was sold pursuant to a 10b5-1 plan.
In the prior report filed on November 30, 2009, it was reported that Mr. Sommers exercised 10,000 options and subsequently sold 10,000 shares of Common Stock pursuant to his 10b5-1 plan. 3,200 of such options were exercised then sold in error by the 10b5-1 plan. Mr. Sommers has cancelled such exercise and sale. This report is being filed to reflect such cancellation.
- (2) 2,500 of these shares are held by a trust in which the reporting person has a pecuniary interest.
- (3) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share; the actual sale prices per share ranged from \$12.08 to \$12.37.
- (4) The initial portion of the option grant initially became exercisable on June 13, 2004 and the remainder vested in equal quarterly installments thereafter.
- (5)

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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