

Whittle John
 Form 4
 November 03, 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 *
 Whittle John

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. 1090 KIFER ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 11/01/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP & General Counsel

(Street)
 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	11/01/2010		M		3,125	A	\$ 2.4
Common Stock	11/01/2010		S ⁽¹⁾		725	D	\$ 32.0921
Common Stock	11/01/2010		S ⁽¹⁾		900	D	\$ 34.3767
Common Stock	11/01/2010		S ⁽¹⁾		1,100	D	\$ 35.1582

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Common Stock	11/01/2010	S ⁽¹⁾	400	D	\$ 36.0525	0	D
					<u>(5)</u>		
Common Stock	11/03/2010	M	25,000	A	\$ 7.47	25,000	D
Common Stock	11/03/2010	S ⁽⁶⁾	25,000	D	\$ 31.0305	0	D
					<u>(7)</u>		

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

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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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 2.4	11/01/2010		M	3,125	<u>(8)</u> 10/26/2016	Common Stock	3,125
Employee Stock Option (right to buy)	\$ 7.47	11/03/2010		M	25,000	<u>(9)</u> 04/23/2015	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Whittle John
C/O FORTINET, INC. 1090 KIFER ROAD
SUNNYVALE, CA 94086

VP & General Counsel

Signatures

/s/ John Whittle

11/03/2010

**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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 30, 2009, as amended.
The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$31.75 to \$32.71 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (4), (5) and (7) to this Form 4.
- (2) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$33.63 to \$34.58 per share.
- (3) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$34.74 to \$35.68 per share.
- (4) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$35.84 to \$36.25 per share.
- (5) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 30, 2010.
- (6) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$30.87 to \$31.28 per share.
- (7) Shares subject to the option are fully vested and immediately exercisable.
- (8) One-fourth of the shares subject to the option vested on April 23, 2009 and one forty-eighth of the shares shall vest monthly thereafter.

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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