

Yonce Donald  
Form 4  
February 09, 2012

**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 \*  
Yonce Donald

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
32 STONEBRIAR WAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/07/2012

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

FRISCO, TX 75034  
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/07/2012		S		390,290	D	\$ 36.4311 (1)
							8,777,357
							I
							By GRAT (2)
Common Stock	02/07/2012		S		7,237	D	\$ 37.0411 (3)
							8,770,120
							I
							By GRAT (2)
Common Stock	02/07/2012		S		97,572	D	\$ 36.4311 (1)
							5,077,379
							I
							By LP (4)
Common Stock	02/07/2012		S		1,810	D	\$ 37.0411 (3)
							5,075,569
							I
							By LP (4)

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Common Stock	02/08/2012	S	272,866	D	\$ 36.6745 (6)	8,497,254	I	By GRAT (2)
Common Stock	02/08/2012	S	68,216	D	\$ 36.6745 (6)	5,007,353	I	By LP (4)
Common Stock	02/09/2012	S	128,727	D	\$ 36.9764 (7)	8,368,527	I	By GRAT (2)
Common Stock	02/09/2012	S	880	D	\$ 37.6636 (8)	8,367,647	I	By GRAT (2)
Common Stock	02/09/2012	S	32,182	D	\$ 36.9764 (7)	4,975,171	I	By LP (4)
Common Stock	02/09/2012	S	220	D	\$ 37.6636 (8)	4,974,951	I	By LP (4)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Reporting Owners

Yonce Donald  
32 STONEBRIAR WAY  
FRISCO, TX 75034

X

## Signatures

/s/ Bryan A. Sims, Attorney-In-Fact for Donald C.  
Yonce

02/09/2012

\_\_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) This transaction was executed in multiple trades at prices ranging from \$36.00 to \$36.99, inclusive. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold and each separate price within the ranges set forth in the footnotes of this form.

(2) Shares are held by the Donald Yonce 2007 Trust, which is a grantor retained annuity trust. Donald C. Yonce is the trustee of the Donald Yonce 2007 Trust and has no voting and dispositive power over the shares held by the Donald Yonce 2007 Trust.

(3) This transaction was executed in multiple trades at prices ranging from \$37.00 to \$37.14, inclusive. The price reported above reflects the weighted average sale price.

(4) Shares are held by Atlantis SolarWinds, LP. Atlantis SolarWinds, LLC is the general partner of Atlantis SolarWinds, LP. The Donald Yonce Family Trust is the sole member of Atlantis SolarWinds, LLC. Mr. Yonce is the trustee of the Donald Yonce Family Trust and, by virtue of this relationship, has sole voting and dispositive power over the shares held by Atlantis SolarWinds, L.P.

(6) This transaction was executed in multiple trades at prices ranging from \$36.50 to \$37.02, inclusive. The price reported above reflects the weighted average sale price.

(7) This transaction was executed in multiple trades at prices ranging from \$36.56 to \$37.54, inclusive. The price reported above reflects the weighted average sale price.

(8) This transaction was executed in multiple trades at prices ranging from \$37.65 to \$37.69, inclusive. The price reported above reflects the weighted average sale price.

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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