NETWORK APPLIANCE INC

Form 4

March 14, 2008

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * WARMENHOVEN DANIEL J			2. Issuer Name and Ticker or Trading Symbol NETWORK APPLIANCE INC [NTAP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 495 EAST JA	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/12/2008	Director 10% Owner _X_ Officer (give title Other (specify below) Chief Executive Officer		
(Street)			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		
SUNNYVALE, CA 94089				Form filed by More than One Reporti Person		

				1 015011		
(City)	(State)	(Zip) Tab	ble I - Non-Derivative Securities Acc	quired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	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	03/12/2008		M 44,352 A \$ 4.508	3,236,332	I	by Trust (1)
Common Stock				45,726	D	
Common Stock				294,200	I	by Foundation (2)
Common Stock				970,000	I	by Lmtd Ptnrshp2 (3)
Common Stock				170	I	by Spouse

Common 81,462 Stock

I by Trust2 (5)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 4.508	03/12/2008		M	44,352	<u>(6)</u>	04/30/2008	Common Stock	44,352

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

WARMENHOVEN DANIEL J 495 EAST JAVA DRIVE SUNNYVALE, CA 94089

Chief Executive Officer

Signatures

By: Janice Mahoney by Power of Attorney For: Daniel J. Warmenhoven

03/14/2008

**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).
- Shares held in trust by Daniel J. Warmenhoven & Charmaine A. Warmenhoven, trustees to The Warmenhoven 1987 Revocable Trust UTA dated 12/16/87, as amended.

Reporting Owners 2

Edgar Filing: NETWORK APPLIANCE INC - Form 4

- (2) Shares held by the Warmenhoven Family Foundation, of which the reporting person is an officer. The reporting person disclaims beneficial ownership of such shares except to the extent of any pecuniary interest.
- Shares held by Warmenhoven Ventures LP, a limited partnership of which the Warmenhoven Management Trust is the general partner, of which the reporting person and his wife are the trustees. Reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (4) Shares held by Charmaine A. Warmenhoven, Mr. Warmenhoven's spouse, as separate property. Reporting person disclaims beneficial ownership of such shares.
- (5) Shares held in trust by Richard A. Andre, trustee to The Daniel J. Warmenhoven 1991 Children's Trust. Reporting person disclaims beneficial ownership of such shares.
- (6) Option vests in equal monthly installments over the 36 months of services beginning with the second yearly anniversay of the grant date. 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.