

F5 NETWORKS INC
 Form 3
 November 05, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Anderson Mark | | (Month/Day/Year) | F5 NETWORKS INC [FFIV] | |
| (Last) | (First) | (Middle) | 10/25/2007 | |
| 401 ELLIOTT AVENUE WEST | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| SEATTLE,Â WAÂ 98119 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | Sr. VP, Worldwide Sales | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 2,730 | D | Â |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--|---------------------------|------------|-----------------|----------------------|-----------|-------------------|---|
| Restricted Stock Units <u>(1)</u> | 10/01/2006 ⁽²⁾ | 09/30/2015 | Common Stock | 3,750 ⁽³⁾ | \$ 0 | D | Â |
| Restricted Stock Units <u>(1)</u> | 10/01/2006 ⁽⁴⁾ | 07/01/2016 | Common Stock | 7,500 ⁽³⁾ | \$ 0 | D | Â |
| Stock Award <u>(1)</u> | 11/01/2007 ⁽⁵⁾ | 08/01/2017 | Common Stock | 10,000 <u>(6)</u> | \$ 0 | D | Â |
| Non-Qualified Stock Option (right to buy) | 10/25/2005 ⁽⁷⁾ | 10/25/2014 | Common Stock | 43,751 <u>(8)</u> | \$ 16.475 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Anderson Mark 401 ELLIOTT AVENUE WEST SEATTLE, WA 98119 | Â | Â | Â Sr. VP, Worldwide Sales | Â |

Signatures

/s/ Jeffrey A. Christianson by Power of Attorney 11/05/2007

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Right to receive shares of F5 Networks, Inc. common stock on the vest date.
- (2) 5,000 (Pre-Stock Split) RSUs were granted on 9/30/2005. The RSUs vested 1/8 on October 1, 2006, with the remainder vesting 1/8 on the first day of the subsequent seven quarters. 1/1/2008 is the first vest date for the outstanding RSUs.
- (3) Indicates the number of RSUs outstanding as of October 25, 2007.
- (4) 10,000 (Pre-Stock Split) RSUs were granted on 7/1/2006. The RSUs vest quarterly over a 2 year period from the date of grant. 1/1/2008 is the first vest date for the outstanding RSUs.
- (5) 10,000 Stock Award shares were granted on 8/1/2007. The Stock Award shares vest quarterly over a 2 year period from the date of grant.
- (6) Indicates the number of Stock Award shares outstanding as of 10/25/2007.
- (7) 75,000 (Pre-Stock Split) Non-Qualified Stock Options were granted on 10/25/2004. Options vest 25% one year following the date of grant and the remaining 75% vest monthly over the following three year period.
- (8) Indicates the number of options outstanding as of October 25, 2007.

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.