

Edgar Filing: F5 NETWORKS INC - Form 4

F5 NETWORKS INC
Form 4
June 07, 2002

FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6.
Helsel	Brett	L.	F5 Networks, Inc. (ffiv)		
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Year	
c/o F5 Networks, Inc. 401 Elliott Avenue West				May 2002	
(Street)				5. If Amendment, Date of Original (Month/Year)	
Seattle	WA	98119			
(City)	(State)	(Zip)			7.

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIA

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficia Owned at End of Mo (Instr. 3)
			Code	V	Amount	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
 *If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(Print or Type Responses)

FORM 4 (CONTINUED)

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)	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.
			Code V	(A) (D)	Date Exercisable	Expiration Date

Non-Qualified Stock Option
 (right to buy) (1)

\$11.12

5/6/02

A

70,000

6/6/02

5/6/12

9. Number of Derivative Securities Beneficially Owned at End of Month
 (Instr. 4)

70,000

10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)
 (Instr. 4)

D

11. Nature of Indirect Beneficial Ownership
 (Instr. 4)

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Explanation of Responses:

(1) Options vest monthly over a 2 year period.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space is insufficient, see Instruction 6 for procedure.

/S/ Brett He

**Signature of

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