

F5 NETWORKS INC  
Form 4  
September 04, 2002

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| OMB Number: 3235-0287                             |
| Expires: January 31, 2005                         |
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

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

|  |   |   |
|--|---|---|
| <p><b>1. Name and Address of Reporting Person*</b></p> <p>Helsel, Brett L.</p> <hr/> <p style="text-align: center;"><i>(Last) (First) (Middle)</i></p> <p>c/o F5 Networks, Inc.<br/>401 Elliott Avenue West</p> <hr/> <p style="text-align: center;"><i>(Street)</i></p> <p>Seattle, WA, 98119</p> <hr/> | <p><b>2. Issuer Name and Ticker or Trading Symbol</b></p> <p>F5 Networks, Inc. (ffiv)</p> <hr/> <p><b>4. Statement for Month/Day/Year</b></p> <p>9/3/2002</p> <hr/> <p><b>6. Relationship of Reporting Person(s) to Issuer</b> <i>(Check All Applicable)</i></p> <p><input type="checkbox"/> Director    <input type="checkbox"/> 10% Owner</p> | <p><b>3. I.R.S. Identification Number of Reporting Person, if an entity</b> <i>(voluntary)</i></p> <hr/> <p><b>5. If Amendment, Date of Original</b> <i>(Month/Day/Year)</i></p> <hr/> <p><b>7. Individual or Joint/Group Filing</b> <i>(Check Applicable Line)</i></p> <p><input checked="" type="checkbox"/> Form Filed by One Reporting Person</p> |
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Edgar Filing: F5 NETWORKS INC - Form 4

(City) (State) (Zip)

Officer (give title below)

Other (specify below)

Sr. VP of Product Development  
& CTO  

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Form Filed by More  
than One Reporting  
Person



**Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br><i>(Instr. 3)</i> | 2. Transaction Date<br><i>(Month/Day/Year)</i> | 2A. Deemed Execution Date, if any<br><i>(Month/Day/Year)</i> | 3. Transaction Code<br><i>(Instr. 8)</i> | 4. Securities Acquired (A) or Disposed of (D)<br><i>(Instr. 3, 4 and 5)</i> | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br><i>(Instr. 3 and 4)</i> | 6. Ownership Form: Direct (D) or Indirect (I)<br><i>(Instr. 4)</i> | 7. Nature of Indirect Beneficial Ownership<br><i>(Instr. 4)</i> |
|---|--|--|--|---|---|--|---|
|---|--|--|--|---|---|--|---|

|              |        |        | Code V | (A)<br>or<br>Amount (D) | Price   |         |   |  |
|--------------|--------|--------|--------|-------------------------|---------|---------|---|--|
| Common Stock | 9/3/02 | 9/3/02 | S (1)  | 2,500 D                 | \$12.03 | 156,333 | D |  |

|              |  |  |  |  |  |     |   |          |
|--------------|--|--|--|--|--|-----|---|----------|
| Common Stock |  |  |  |  |  | 150 | I | By Trust |
|--------------|--|--|--|--|--|-----|---|----------|

**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

| 1. Title of Derivative Security<br><i>(Instr. 3)</i> | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br><i>(Month/Day/Year)</i> | 3A. Deemed Execution Date, if any<br><i>(Month/Day/Year)</i> | 4. Transaction Code<br><i>(Instr. 8)</i> | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br><i>(Instr. 3, 4 and 5)</i> |     |
|--|--|--|--|--|--|-----|
|  |  |  |  | Code V                                   | (A)  | (D) |

**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued**  
*(e.g., puts, calls, warrants, options, convertible securities)*

| 6. Date Exercisable and<br>Expiration Date<br><i>(Month/Day/Year)</i> | 7. Title and<br>Amount<br>of Underlying<br>Securities<br><i>(Instr. 3 and 4)</i> | 8. Price of<br>Derivative<br>Security<br><i>(Instr. 5)</i> | 9. Number of Derivative Securities<br>Beneficially Owned Following<br>Reported Transaction(s)<br><i>(Instr. 4)</i> | 10. Ownership Form of<br>Derivative Security:<br>Direct (D)<br>or Indirect (I)<br><i>(Instr. 4)</i> | 11. Nature of<br>Indirect<br>Beneficial<br>Ownership<br><i>(Instr. 4)</i> |
|---|--|--|--|---|---|
|---|--|--|--|---|---|

| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares |  |  |
|---------------------|--------------------|-------|----------------------------------|--|--|
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|                     |                    |       |                                  |  |  |
|                     |                    |       |                                  |  |  |

**Explanation of Responses:**

(1) Sale pursuant to the terms of a 10b5-1 trading plan.

|                                    |        |
|------------------------------------|--------|
| /s/ Brett Helsel                   | 9/3/02 |
| **Signature of Reporting<br>Person | Date   |

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).

\*\* 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.