

F5 NETWORKS INC
Form 4
September 04, 2002

SEC 1474 (09-02) **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 control number.**

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

Officer (give title below)

Form Filed by More than One Reporting Person

Other (specify below)

Senior VP of Product Development & Chief Technology Officer



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 Trans- action(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price		
Common Stock	8/1/02		M	2,500	A	\$7.00		D
Common Stock	8/1/02		S(1)	2,500	D	\$12.43		D
Common Stock	8/7/02		M	2,500	A	\$7.00		D
Common Stock	8/7/02		S(1)	2,500	D	\$12.02		D
Common Stock	8/13/02		M	2,500	A	\$7.00		D
Common Stock	8/13/02		S(1)	2,500	D	\$12.00		D
Common Stock	8/19/02		M	2,500	A	\$7.00		D
Common Stock	8/19/02		S(1)	2,500	D	\$13.80		D
Common Stock	8/26/02		S(1)	2,500	D	\$13.55	158,833	D
							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 (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)
				Code V	(A) (D)
Non-Qualified Stock Option (right to buy)	\$7.00	8/1/02		M	2,500
Non-Qualified Stock Option (right to buy)	\$7.00	8/7/02		M	2,500
Non-Qualified Stock Option (right to buy)	\$7.00	8/13/02		M	2,500
Non-Qualified Stock Option (right to buy)	\$7.00	8/19/02		M	2,500

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

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
5/27/01	4/27/11	Common Stock	2,500		D
5/27/01	4/27/11	Common Stock	2,500		D
5/27/01	4/27/11	Common Stock	2,500		D
5/27/01	4/27/11	Common Stock	2,500		D

Explanation of Responses:

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

/s/ Brett Helsel	9/3/02
_____	_____
**Signature of Reporting 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).

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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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