

GOLDMAN KENNETH A
Form 4
August 02, 2012

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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 *
GOLDMAN KENNETH A

2. Issuer Name and Ticker or Trading Symbol
FORTINET INC [FTNT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VP & Chief Financial Officer

C/O FORTINET, INC., 1090 KIFER ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SUNNYVALE, CA 94086

(City) (State) (Zip)

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 Transaction(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 | 08/01/2012 | | M ⁽¹⁾ | | 30,000 | A | \$ 3.72 | 30,000 | D | |
| Common Stock | 08/01/2012 | | S ⁽¹⁾ | | 30,000 ⁽³⁾ | D | \$ 24.0413 ⁽⁴⁾ | 0 | D | |
| Common Stock | 08/01/2012 | | M ⁽²⁾ | | 4,000 | A | \$ 3.735 | 4,000 | I | See footnote ⁽⁶⁾ |
| Common Stock | 08/01/2012 | | S ⁽²⁾ | | 4,000 ⁽³⁾ | D | \$ 24.1588 ⁽⁵⁾ | 0 | I | See footnote ⁽⁶⁾ |

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

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(9-02)

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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 3.72 | 08/01/2012 | | M ⁽¹⁾ | 30,000 | <u>(7)</u> 09/20/2017 | Common Stock | 30,000 |
| Non-qualified Stock Option (right to buy) | \$ 3.735 | 08/01/2012 | | M ⁽²⁾ | 4,000 | <u>(8)</u> 01/28/2016 | Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN KENNETH A C/O FORTINET, INC. 1090 KIFER ROAD SUNNYVALE, CA 94086 | | | VP & Chief Financial Officer | |

Signatures

/s/ John Whittle, by power of attorney
08/02/2012

__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).

- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 7, 2012.
- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by G.V. Partners, L.P. on June 6, 2012.
- (3) Represents the aggregate of sales effected on the same day at different prices.

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(4) Represents the weighted average sales price per share. The shares sold at prices ranging from \$24.00 to \$24.15 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

(5) Represents the weighted average sales price per share. The shares sold at prices ranging from \$24.15 to \$24.50 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

(6) Securities held directly by G.V. Partners, L.P., for which the Reporting Person serves as the managing member.

(7) The option is 100% vested and exercisable.

(8) 1/4 of the shares subject to the option vested on January 28, 2010, and 1/48 of the shares subject to the option vest monthly thereafter.

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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