FORTINET INC Form 4 October 29, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per 0.5 response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Issue	r Name an	d Ticker or Trading	5. Relationship of Reporting Person(s) to				
Xie Michael			Symbol			Issuer				
			FORTI	NET INC	C [FTNT]	(Che	ck all applicable))		
(Last)	(First)	(Middle)	3. Date o	f Earliest 7	Transaction					
			(Month/I	Day/Year)		_X_ Director	10%			
C/O FORTINET, INC., 1090 KIFER			10/28/2	013		_X_ Officer (give title Other (specify below)				
ROAD						below) below) VP, Engineering & CTO				
						V1, E	inginicering & C I	.0		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
			Filed(Mo	nth/Day/Ye	ar)	Applicable Line)				
						X Form filed by				
SUNNYVALE, CA 94086						Form filed by More than One Reporting Person				
(City)	(State)	(Zip)			5.1.1. 0.11.1					
(City)	(State)	(Z.p)	Tab	le I - Non-	Derivative Securities Acc	quired, Disposed (of, or Beneficial	ly Owned		
1.Title of	2. Transaction D	ate 2A. Deer	ned	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Yea	ar) Executio	n Date, if	Transacti	ior(A) or Disposed of (D)	Securities	Ownership	Indirect		
(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	Form: Direct	Beneficial		

(Instr. 3)	(Monday 1 car)	any (Month/Day/Year)	Code (Instr. 8)			Beneficially Owned Following	Form: Direct (D) or Indirect (I)	Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	10/28/2013		S(1)	2,600 (2)	D	\$ 20.049 (3)	6,628,000	D	
Common Stock							1,465,657	I	See footnote (4)
Common Stock							1,465,657	I	See footnote (5)
Common Stock							3,068,686	I	See footnote

(6)

(9-02)

9. Nu

Deriv Secu

Bene Own Follo Repo Trans (Insti

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transa Code (Instr.		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
Xie Michael								
C/O FORTINET, INC.	X		VD Engineering & CTO					
1090 KIFER ROAD	Λ		VP, Engineering & CTO					
SUNNYVALE, CA 94086								

Signatures

/s/ John Whittle, by power of 10/29/2013 attorney

**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).
- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 8, **(1)** 2013.
- (2) Represents the aggregate of sales effected on the same day at different prices.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$20.00 to \$20.12 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

Reporting Owners 2

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Commission, the Issuer, or a security holder of the Issuer.

- (4) Shares held directly by the Michael Xie Grantor Retained Annuity Trust dated February 9, 2011, for which the Reporting Person serves as a trustee.
- (5) Shares held directly by the Danke Wu Grantor Retained Annuity Trust dated February 9, 2011, for which the Reporting Person serves as a trustee.
- (6) Shares held directly by the 2010 K.A. Family Trust dated May 3, 2010, for which the Reporting Person serves as a trustee.

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.