GOLDMAN KENNETH A

Form 4 March 30, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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See Instruction

Check this box

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

1(b).

(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 | (Check an applicable) | | |
| | | | (Month/Day/Year) | Director 10% Owner | | |
| C/O FORTINET, INC. 1090 KIFER | | | 03/29/2011 | X Officer (give title Other (specified below) | | |
| ROAD | | | | VP & Chief Financial Officer | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | |
| SUNNYVALE, CA 94086 | | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

| (City) | (State) | (Zip) Tab | le I - Non- | Derivative | e Secu | rities Acqui | red, Disposed of, | or Beneficial | ly Owned |
|--------------------------------------|---|---|--|---------------------------------------|------------------------------|----------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securi oror Dispo (Instr. 3, | sed of 4 and (A) or | | 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) |
| Common Stock | 03/29/2011 | | M | 2,000 | A | \$ 7.47 | 2,000 | I | See footnote (1) |
| Common Stock | 03/29/2011 | | S(2) | 2,000 | D | \$ 42.2051 (3) | 0 | I | See footnote (1) |

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

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exer Expiration D (Month/Day/ | ate | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---------|---|-----------------|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 7.47 | 03/29/2011 | | M | 2,000 | <u>(4)</u> | 01/28/2016 | Common Stock | 2,000 |

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

03/30/2011

**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 securities are held directly by G.V. Partners, L.P. for which the Reporting Person serves as the managing member.
- (2) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 22, 2010.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$42.0308 to (3) \$42.38 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (4) One-fourth of the shares subject to the option vested on January 28, 2010 and one forty-eighth of the shares shall 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. 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.

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