

Edgar Filing: F5 NETWORKS INC - Form 4

F5 NETWORKS INC
Form 4
December 10, 2001

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[] CHECK THIS BOX IF NO
LONGER SUBJECT TO
SECTION 16. FORM 4
OR FORM 5 OBLIGATIONS
MAY CONTINUE. SEE
INSTRUCTION 1(b).

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(f) of the Investment Company
Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. R
Helsel, Brett L.			F5 Networks, Inc. (ffiv)		to Iss
(Last)	(First)	(Middle)	3. IRS Identification		4. Statement for
c/o F5 Networks, Inc.			Number of Reporting		Month/Year
401 Elliott Avenue West			Person if an entity		November 2001
			(Voluntary)		
	(Street)				5. If Amendment,
Seattle, WA 98119					Date of Original
					(Month/Year)
(City)	(State)	(Zip)			7. I
					(

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficial Owned at End of Mo (Instr. 3)
			Amount	(A) or (D)	Price	
Common Stock	11/02/01	S	10,000	D	Average price of \$16.67	
Common Stock	11/08/01	S	2,500	D	Average price of \$22.28	
Common Stock	11/12/01	S	1,000	D	Average price of \$19.80	
Common Stock	11/12/01	S	1,500	D	Average price of \$19.65	2
Common Stock						

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
*If the form is filed by more than one reporting person, see Instruction 4(b) (v).

Potential persons who are to respond to the collection of information contained in this form are to respond unless the form displays a currently valid OMB control number.

FORM 4 (CONTINUED)

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)	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.
			Code V	(A) (D)	Date Exercisable	Expiration Date
Non-Qualified Stock Option (right to buy)	\$34.00	11/01/01	J (1)	12,500	10/01/01	09/29/10
Non-Qualified Stock Option (right to buy)	\$54.56	11/01/01	J (1)	12,500		06/30/10
Non-Qualified Stock Option (right to buy)	\$67.75	11/01/01	J (1)	12,500	04/01/01	04/01/10
Non-Qualified Stock Option (right to buy)	\$114.00	11/01/01	J (1)	12,500	12/31/00	12/31/00

9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Explanation of Responses:

(1) Options cancelled.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. /s/
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). -----
**Si

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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not required to respond unless the form displays a currently valid OMB Number.