Goldberg Evan Form 4 December 07, 2011

## FORM 4

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Estimated average burden hours per response... 0.5

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Goldberg Evan

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(Middle)

NETSUITE INC [N]

(Check all applicable)

C/O NETSUITE INC., 2955

(First)

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

12/05/2011

\_X\_ Director \_X\_\_ Officer (give title

10% Owner Other (specify

**CAMPUS DRIVE, SUITE 100** 

below) CTO & Chairman of the Board

6. Individual or Joint/Group Filing(Check

(Street)

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

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN MATEO, CA 94403

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (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	12/05/2011		Code V  M(1)	Amount 3,000	(D)	Price \$ 1.5	2,877,286	D	
Common Stock	12/05/2011		S <u>(1)</u>	400	D	\$ 44.8938 (2)	2,876,886	D	
Common Stock	12/05/2011		S <u>(1)</u>	1,000	D	\$ 45.5509 (3)	2,875,886	D	
Common Stock	12/05/2011		S <u>(1)</u>	1,600	D	\$ 46.8578 (4)	2,874,286	D	

#### Edgar Filing: Goldberg Evan - Form 4

Common Stock	12/06/2011	S(1)	600 (6)	D	\$ 46.135 (7)	2,873,686	D
Common Stock	12/06/2011	S <u>(1)</u>	1,269 (6)	D	\$ 46.9302	2,872,417	D

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

Persons who 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.

SEC 1474

(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)	Code	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		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)	\$ 1.5	12/05/2011		M <u>(1)</u>	3,000	<u>(5)</u>	01/28/2014	Common Stock	3,000

# **Reporting Owners**

\*\*Signature of Reporting Person

attorney

Reporting Owner Name / Address	Relationships						
reporting owner runner runness	Director	10% Owner	Officer	Other			
Goldberg Evan C/O NETSUITE INC. 2955 CAMPUS DRIVE, SUITE 100 SAN MATEO, CA 94403	X		CTO & Chairman of the Board				
Signatures							
/s/ Adriana Botto, by power of	12	/07/2011					

Date

Reporting Owners 2

### **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 transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 15, 2011.
- The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$44.305 to (2) \$45.25 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.
- The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$45.30 to \$45.97 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.
- The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$46.41 to

  4) \$47.37 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will prove
- (4) \$47.37 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.
- (5) This option is fully vested.
- (6) Shares sold to cover taxes in connection with the vesting on December 3, 2011 of restricted stock units awarded on March 3, 2010 and March 7, 2011.
- The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$45.76 to (7) \$46.43 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.
- The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$46.78 to (8) \$47.07 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.

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.