Goldberg Evan Form 4/A April 11, 2012

FORM 4

Form 5

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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(h) 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 Goldberg Evan Issuer Symbol NETSUITE INC [N] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X_ Director C/O NETSUITE INC., 2955 12/05/2011 below) **CAMPUS DRIVE, SUITE 100**

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

12/07/2011

5. Relationship of Reporting Person(s) to

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

10% Owner Other (specify _X__ Officer (give title CTO & Chairman of the Board

6. Individual or Joint/Group Filing(Check 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	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. Transactic Code (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		M(1)	3,000	D	\$ 1.5	2,875,287 (9)	D	
Common Stock	12/05/2011		S(1)	400	D	\$ 44.8938 (2)	2,874,887	D	
Common Stock	12/05/2011		S <u>(1)</u>	1,000	D	\$ 45.5509 (3)	2,873,887	D	
Common Stock	12/05/2011		S <u>(1)</u>	1,600	D	\$ 46.8578 (4)	2,872,287	D	

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Common Stock	12/06/2011	S(1)	700 <u>(6)</u> (10)	D	\$ 46.2186 (7) (10)	2,871,587 (10)	D
Common Stock	12/06/2011	S <u>(1)</u>	1,269 (6)	D	\$ 46.9302 (8)	2,870,318	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)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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 Exercisable and Expiration Date (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

Reporting Owner Name / Address	Relationships						
	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							

Signatures

/s/ Adriana Botto, by power of attorney 04/11/2012

**Signature of Reporting Person 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).
- 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 \$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 \$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.
- 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 \$46.72 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 \$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.
- (9) The amount of securities beneficially owned following the reported transaction has been reduced by an aggregate of 1,999 shares in accordance with the Form 4/A filings which amended the Forms 4 originally filed on May 12, 2010 and September 7, 2011.
- (10) See remarks below.

Remarks:

This report on Form 4/A amends and replaces in its entirety the Form 4 filed by the Reporting Person on December 7, 2011.

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.