McGeever James Form 4 May 02, 2013

### FORM 4

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

Check this box if no longer subject to Section 16.

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

January 31, Expires: Estimated average burden hours per response...

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Number:

**OMB APPROVAL** 

3235-0287

2005

0.5

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \* McGeever James

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First)

(Middle)

NETSUITE INC [N]

(Check all applicable)

C/O NETSUITE INC., 2955

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

04/30/2013

Director X\_ Officer (give title below)

10% Owner \_ Other (specify

**CAMPUS DRIVE, SUITE 100** 

(Street)

4. If Amendment, Date Original

Chief Operating Officer 6. Individual or Joint/Group Filing(Check

below)

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-	Derivativo	e Secu	rities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired (A) onor Disposed of (D) (Instr. 3, 4 and 5)  (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (Instr. 4)		
Common Stock	04/30/2013		Code V  M(1)	Amount 1,406	(D)	Price \$ 5	278,814	D	
Common Stock	04/30/2013		M(1)	1,562	A	\$ 12.4	280,376	D	
Common Stock	04/30/2013		M(1)	1,042	A	\$ 13.35	281,418	D	
Common Stock	04/30/2013		M(1)	443	A	\$ 29.32	281,861	D	
Common Stock	04/30/2013		M(1)	380	A	\$ 46.78	282,241	D	

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Common Stock	04/30/2013	S(1)	4,400	D (2)	\$ 87.4107	277,841	D
Common Stock	04/30/2013	S <u>(1)</u>	433	D	\$ 87.8854 (2)	277,408	D

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

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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)	4. Transaction Code (Instr. 8)	5. Number on Derivative Securities 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)	\$ 5	04/30/2013		M <u>(1)</u>	1,406	<u>(3)</u>	12/30/2015	Common Stock	1,406
Employee Stock Option (right to buy)	\$ 13.35	04/30/2013		M <u>(1)</u>	1,042	<u>(4)</u>	08/14/2019	Common Stock	1,042
Employee Stock Option (right to buy)	\$ 12.4	04/30/2013		M <u>(1)</u>	1,562	<u>(5)</u>	03/03/2020	Common Stock	1,562
Employee Stock Option (right to buy)	\$ 29.32	04/30/2013		M <u>(1)</u>	443	(6)	03/07/2021	Common Stock	443

Employee Stock

Stock

Option \$ 46.78 0<sup>2</sup>

04/30/2013

 $M^{(1)}$ 

380

(7) 03/03/2022

Common Stock

380

(right to buy)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McGeever James C/O NETSUITE INC. 2955 CAMPUS DRIVE, SUITE 100 SAN MATEO, CA 94403

Chief
Operating
Officer

## **Signatures**

/s/ Adriana Botto, by power of attorney

05/02/2013

\*\*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 transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 14, 2012.
- The sale prices reported in column 4 of Table 1 represent the weighted average sale price of the shares sold ranging from \$86.85 to \$87.84 and \$87.86 to \$87.94, per share, respectively. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer,
- (2) \$87.84 and \$87.86 to \$87.94, per share, respectively. 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.
- (3) This option is subject to an early exercise provision and is immediately exercisable. One ninety-sixth of the original shares underlying this option vested on January 30, 2006 and one ninety-sixth of the shares vest monthly thereafter.
- (4) This option vests in forty-eight equal monthly installments beginning on September 15, 2009.
- (5) This option vests in forty-eight equal monthly installments beginning on April 3, 2010.
- (6) This option vests in forty-eight equal monthly installments beginning on April 3, 2011.
- (7) This option vests in forty-eight equal monthly installments beginning on April 3, 2012.

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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