

NETEZZA CORP
Form 4
July 26, 2007

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *
Dintersmith Ted R

(Last) (First) (Middle)

1000 WINTER STREET, SUITE 3300

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETEZZA CORP [NZ]

3. Date of Earliest Transaction (Month/Day/Year)
07/24/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	07/24/2007		C	8,663,555	A	I	Charles River Partnership XI, L.P. ⁽⁵⁾
Common Stock	07/24/2007		C	218,828	A	I	Charles River Friends XI-A, L.P. ⁽⁵⁾
Common Stock	07/24/2007		C	46,683	A	I	Charles River Friends

(4)XI-B, L.P.
(5)

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

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(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 of 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)	
					V	(A)	(D)	Date Exercisable		Expiration Date
Series A Preferred Stock	<u>(1)</u>	07/24/2007		C		3,849,999	<u>(1)</u>	<u>(1)</u>	Common Stock	3,849,999
Series B Preferred Stock	<u>(2)</u>	07/24/2007		C		3,094,004	<u>(2)</u>	<u>(2)</u>	Common Stock	3,094,004
Series C Preferred Stock	<u>(3)</u>	07/24/2007		C		1,524,735	<u>(3)</u>	<u>(3)</u>	Common Stock	1,524,735
Series D Preferred Stock	<u>(4)</u>	07/24/2007		C		459,675	<u>(4)</u>	<u>(4)</u>	Common Stock	459,675

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

Dintersmith Ted R
1000 WINTER STREET, SUITE 3300
WALTHAM, MA 02451

X

Signatures

/s/ Ted R.

Dintersmith

07/26/2007

**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 Series A Preferred Stock immediately converted into Common Stock on a one-for-one basis and has no expiration date.
- (2) The Series B Preferred Stock immediately converted into Common Stock on a one-for-one basis and has no expiration date.
- (3) The Series C Preferred Stock immediately converted into Common Stock on a one-for-one basis and has no expiration date.
- (4) The Series D Preferred Stock immediately converted into Common Stock on a one-for-one basis and has no expiration date.

Mr. Dintersmith is a managing member of Charles River XI GP, LLC ("CR XI GP LLC") and a general partner of Charles River XI GP, LP ("CR XI GP LP"). CR XI GP LLC is the General Partner of CR XI GP LP, Charles River Friends XI-A, LP ("CRF XI-A") and

- (5) Charles River Friends XI-B, LP ("CRF XI-B"). CR XI GP LP is the General Partner of Charles River Partnership XI, LP ("CRP XI"). CR XI GP LLC, CR XI GP LP, CRP XI, CRF XI-A and CRF XI-B are members of a "group" for purposes of Section 13(d) of the Exchange Act. Mr. Dintersmith disclaims beneficial ownership of the shares held by each of such funds, except as to his pecuniary interest therein.
- (6) Held by CRP XI LP and its affiliated funds as a group for purposes of Section 13(d) of the Exchange Act. Mr. Dintersmith disclaims beneficial ownership of the shares held by each of such funds except to the extent of his pecuniary interest therein.

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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