

FERRI PAUL J  
Form 4  
June 18, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
FERRI PAUL J

(Last) (First) (Middle)

C/O MATRIX PARTNERS, 1000  
WINTER ST., SUITE 4500

(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)

06/11/2010

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	06/11/2010		A	V Amount (A) or (D) Price	6,024 A \$ 0 158,050	D	
Common Stock					3,529	I	By Matrix VI Parallel Partnership-A, L.P. (1)
Common Stock					347,083	I	By Matrix Partners VIII, L.P. (2)
Common Stock					765	I	By Weston & Co. VIII LLC

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)	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERRI PAUL J C/O MATRIX PARTNERS 1000 WINTER ST., SUITE 4500 WALTHAM, MA 02451	X	X		

## Signatures

/s/ Corey C. DuFresne (as attorney-in-fact for Paul J. Ferri) 06/18/2010

\*\*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) Mr. Ferri is a Managing Member of Matrix VI Management Co., L.L.C., which serves as the general partner of Matrix Partners VI, L.P., Matrix VI Parallel Partnership-A, L.P., and Matrix VI Parallel Partnership-B, L.P. Mr. Ferri, by virtue of his management position in Matrix VI Management Co., L.L.C., has sole voting and dispositive power with respect to the shares held by Matrix Partners VI, L.P., Matrix VI Parallel Partnership-A, L.P., and Matrix VI Parallel Partnership-B, L.P. Mr. Ferri disclaims beneficial ownership of the securities held by Matrix Partners VI, L.P., Matrix VI Parallel Partnership-A, L.P. and Matrix VI Parallel Partnership-B, L.P., except to the extent of his pecuniary interest therein.

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(2) Mr. Ferri is a Managing Member of Matrix VIII US Management Co., L.L.C. which serves as the general partner of Matrix Partners VIII, L.P. Mr Ferri by virtue of his management position in Matrix VIII US Management Co., L.L.C., has sole voting and dispositive power with respect to the shares held by Matrix Partners VIII, L.P. Mr. Ferri disclaims beneficial ownership of the securities held by Matrix Partners VIII, L.P. except to the extent of his pecuniary interest therein.

(3) Mr. Ferri is authorized by the sole member of Weston & Co. VIII LLC to take any action as directed by the underlying beneficial owners with respect to the shares held by this entity, and Mr. Ferri disclaims beneficial ownership of such shares. Mr. Ferri does not have sole or shared voting or investment control with respect to any of the shares held by Weston & Co. VIII LLC.

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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