

FORTINET INC  
Form 4  
September 11, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
Xie Michael

(Last) (First) (Middle)

C/O FORTINET, INC., 899 KIFER ROAD

(Street)

SUNNYVALE, CA 94086

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FORTINET INC [FTNT]

3. Date of Earliest Transaction (Month/Day/Year)  
09/09/2014

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)  
VP, Engineering & CTO

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	09/09/2014		S(1)	(2)	\$ 26.1578 6,603,000 (3)	D	
Common Stock	09/09/2014		S(1)	(2)	\$ 26.1509 602,488 (4)	I	See footnote (5)
Common Stock	09/10/2014		S(1)	(2)	\$ 26.3607 6,578,000 (6)	D	
Common Stock						I	See footnote



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- (2) Represents the aggregate of sales effected on the same day at different prices.  
Represents the weighted average sales price per share. The shares sold at prices ranging from \$26.00 to \$26.35 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (3) Represents the weighted average sales price per share. The shares sold at prices ranging from \$26.00 to \$26.36 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (4) Shares held directly by The K.A. Children's Trust dated February 9, 2011, for which the Reporting Person serves as a trustee.  
Represents the weighted average sales price per share. The shares sold at prices ranging from \$26.08 to \$26.72 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (5) Shares held directly by the 2014 Michael Xie Grantor Retained Annuity Trust dated March 6, 2014, for which the Reporting Person serves as a trustee.
- (6) Shares held directly by the 2014 Danke Wu Grantor Retained Annuity Trust dated March 6, 2014, for which the Reporting Person serves as a trustee.
- (7) Shares held directly by the 2014 Michael Xie Grantor Retained Annuity Trust dated March 6, 2014, for which the Reporting Person serves as a trustee.
- (8) Shares held directly by the 2014 Danke Wu Grantor Retained Annuity Trust dated March 6, 2014, for which the Reporting Person serves as a trustee.

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.