

Yonce Donald
Form 4
July 31, 2012

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 *
Yonce Donald

(Last) (First) (Middle)

32 STONEBRIAR WAY

(Street)

FRISCO, TX 75034

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SolarWinds, Inc. [SWI]

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 07/27/2012 | | S | 159,661 | D \$ 53.4679 (3) | 7,407,986 | I By GRAT (1) |
| Common Stock | 07/27/2012 | | S | 106,440 | D \$ 53.4679 (3) | 4,668,511 | I By LP (2) |
| Common Stock | 07/30/2012 | | S | 153,333 | D \$ 53.3138 (4) | 7,254,653 | I By GRAT (1) |
| Common Stock | 07/30/2012 | | S | 102,222 | D \$ 53.3138 (4) | 4,566,289 | I By LP (2) |

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| | | | | | | | | |
|--------------|------------|---|---------|---|----------------------|-----------|---|----------------|
| Common Stock | 07/30/2012 | S | 660 | D | \$ 53.8745 (5) | 7,253,993 | I | By GRAT (1) |
| Common Stock | 07/30/2012 | S | 440 | D | \$ 53.8745 (5) | 4,565,849 | I | By LP (2) |
| Common Stock | 07/31/2012 | S | 261,592 | D | \$ 53.3837 (6) | 6,992,401 | I | By GRAT (1) |
| Common Stock | 07/31/2012 | S | 174,395 | D | \$ 53.3837 (6) | 4,391,454 | I | By LP (2) |

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.

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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 Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Yonce Donald 32 STONEBRIAR WAY FRISCO, TX 75034 | | | X | |

Signatures

/s/ Bryan A. Sims, Attorney-In-Fact for Donald C.
Yonce

07/31/2012

__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) Shares are held by the Donald Yonce 2007 Trust, which is a grantor retained annuity trust. Donald C. Yonce is the trustee of the Donald Yonce 2007 Trust and has no voting and dispositive power over the shares held by the Donald Yonce 2007 Trust.

Shares are held by Atlantis SolarWinds, LP. Atlantis SolarWinds, LLC is the general partner of Atlantis SolarWinds, LP. The Donald Yonce Family Trust is the sole member of Atlantis SolarWinds, LLC. Mr. Yonce is the trustee of the Donald Yonce Family Trust and, by virtue of this relationship, has sole voting and dispositive power over the shares held by Atlantis SolarWinds, L.P.
- (3) This transaction was executed in multiple trades at prices ranging from \$52.975 to \$53.95, inclusive. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold and each separate price within the ranges set forth in the footnotes of this form.
- (4) This transaction was executed in multiple trades at prices ranging from \$52.87 to \$53.79, inclusive. The price reported above reflects the weighted average sale price.
- (5) This transaction was executed in multiple trades at prices ranging from \$53.86 to \$53.92, inclusive. The price reported above reflects the weighted average sale price.
- (6) This transaction was executed in multiple trades at prices ranging from \$53.07 to \$53.71, inclusive. The price reported above reflects the weighted average sale price.

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.