

Xie Ken
Form 4
November 02, 2011

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

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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 *
Xie Ken

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O FORTINET, INC., 1090 KIFER ROAD

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2011

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SUNNYVALE, CA 94086

(City) (State) (Zip)

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 | 10/05/2011 | | G | V 440,376 (1) A \$ 0 | 13,288,650 (2) | D | |
| Common Stock | 10/05/2011 | | G | V 1,962,768 D \$ 0 | 0 (3) | I | See footnote (4) |
| Common Stock | 10/05/2011 | | G | V 2,403,144 D \$ 0 | 0 | I | See footnote (5) |
| Common Stock | 11/01/2011 | | S(6) | 60,000 D 22.3327 (7) | 13,228,650 | D | |

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held directly by the Reporting Person.

- (3) Excludes 440,376 shares previously reported as held directly by Xie 2009 GRAT which were re-registered on October 5, 2011 and are now held directly by the Reporting Person.
- (4) Shares held directly by the Xie 2009 GRAT.
- (5) Shares held directly by the Lee GRAT.
- (6) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 23, 2011.

The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$21.865 to

- (7) \$22.68 per share. 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.

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.