NETSUITE INC Form 4 June 12, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5. Relationship of Reporting Person(s) to

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

Stock

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

THOMPSO	Symbol	Symbol NETSUITE INC [N]				Issuer (Check all applicable)				
(Last)	(First) (M	iddle) 3. Date of	Earliest Tra	ansaction				••		
		(Month/Da	ay/Year)				_X_ Director		6 Owner	
2955 CAMF	PUS DRIVE, SUIT	ΓΕ 100 06/10/20)15				Officer (gives)	ve title Oth below)	er (specify	
	4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
		Filed(Mon	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
SAN MATE	EO, CA 94403						Form filed by Person	More than One R	eporting	
(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	n Date, if TransactionAcquired (A) or				Securities	Form: Direct	Indirect	
(Instr. 3) any		any	Code		of (D))	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership	
					(A) or		Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
			Code V		(D)	Price	(
Common	06/10/2015		A	2,197	A	\$0	9,209	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(1)

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ve Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code '	V (A) (I	D) Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares	
Non-qualified Stock Option (right to buy)	\$ 91.07	06/10/2015		A	2,868	(2)	06/10/2025	Common Stock	2,868	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

THOMPSON KEVIN B 2955 CAMPUS DRIVE, SUITE 100 X SAN MATEO, CA 94403

Signatures

/s/ Doug Solomon, Attorney-in-fact to the Reporting Person

06/12/2015

**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 Shares represented by restricted stock units (RSUs) granted on June 10, 2015 under the Company's 2007 Equity Incentive Plan. Each RSU represents a contingent right to receive one share of NetSuite Inc. common stock. The Shares will be 100% vested on June 10, 2016.
- (2) 1/12th of the shares subject to the option vest each month after the vesting commencement date of June 10, 2015.

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.

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