NETSUITE INC Form 4 August 11, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

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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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Addi NELSON ZAO	^	ng Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
		05111	NETSUITE INC [N]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	V D' (100 O		
2955 CAMPUS DRIVE, SUITE 100			(Month/Day/Year) 08/07/2015	X Director 10% Owner X Officer (give title Other (specification) below) President & CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SAN MATEO, CA 94403			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(Stata)	(7in)				

Shirt White, Chi)++03				Person							
	(City)	(State)	(Zip) Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securiti n(A) or Dis (Instr. 3, 4)	posed	of (D)	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	08/07/2015		M(1)	37,016	A	\$ 12.4	1,095,760	D		
	Common Stock	08/07/2015		S <u>(1)</u>	26,905	D	\$ 94.27 (2)	1,068,855	D		
	Common	09/07/2015		c (1)	10 111	D	\$	1 059 744	D		

10,111 D

94.99

(3)

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

08/07/2015

Stock

 $S^{(1)}$

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

1,058,744

D

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12.4	08/07/2015		M	37,016	<u>(4)</u>	03/03/2020	Common Stock	37,016

Reporting Owners

Reporting Owner Name / Address	Keiauonsinps							
reporting of mer runner, reduces	Director	10% Owner	Officer	Other				
NELSON ZACHARY 2955 CAMPUS DRIVE, SUITE 100 SAN MATEO, CA 94403	X		President & CEO					
Signatures								
/s/ Douglas Solomon, Attorney-in-Fact Nelson		08/11/2015						
**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 transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 1, 2015.
- The sale price reported in column 4 of Table 1 represent the weighted average sale price of the shares sold ranging from \$93.77 to \$94.77 (2) 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.
- The sale price reported in column 4 of Table 1 represent the weighted average sale price of the shares sold ranging from \$94.78 to \$95.31 (3) 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.
- (4) The stock option vested and became exercisable in forty-eight monthly installments from March 3, 2010 to March 3, 2014.

Reporting Owners 2

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