

BARTON RICHARD N
 Form 4
 July 29, 2011

FORM 4

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

OMB APPROVAL

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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 *
BARTON RICHARD N

2. Issuer Name and Ticker or Trading Symbol
NETFLIX INC [NFLX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 WINCHESTER CIRCLE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2011

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

LOS GATOS, CA 95032

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

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/27/2011		M		2,331 A \$ 17.16	2,674	D
Common Stock	07/27/2011		S		2,331 D \$ 271.68	343	D
Common Stock	07/27/2011		M		2,203 A \$ 18.14	2,546	D
Common Stock	07/27/2011		S		2,203 D \$ 271.68	343	D
Common	07/27/2011		M		1,883 A \$ 21.22	2,226	D

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Stock							
Common Stock	07/27/2011		S	1,883	D	\$ 271.68 343 (1)	D
Common Stock	07/27/2011		M	1,522	A	\$ 26.29 1,865	D
Common Stock	07/27/2011		S	1,522	D	\$ 271.68 343 (1)	D
Common Stock	07/27/2011		M	1,681	A	\$ 23.78 2,024	D
Common Stock	07/27/2011		S	1,681	D	\$ 271.68 343 (1)	D

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

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(9-02)

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 17.16	07/27/2011		M	2,331	08/01/2007 08/01/2017	Common Stock	2,331	
Non-Qualified Stock Option (right to buy)	\$ 18.14	07/27/2011		M	2,203	09/04/2007 09/04/2017	Common Stock	2,203	
Non-Qualified Stock Option (right to buy)	\$ 21.22	07/27/2011		M	1,883	10/01/2007 10/01/2017	Common Stock	1,883	
	\$ 23.78	07/27/2011		M	1,681	12/03/2007 12/03/2017		1,681	

Non-Qualified
Stock Option
(right to buy)

Common
Stock

Non-Qualified
Stock Option
(right to buy)

\$ 26.29

07/27/2011

M

1,522

11/01/2007

11/01/2017

Common
Stock

1,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARTON RICHARD N 100 WINCHESTER CIRCLE LOS GATOS, CA 95032		X		

Signatures

By: David Hyman, Authorized Signatory For: Richard
Barton

07/29/2011

__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).

This transaction was executed in multiple trades at prices ranging from \$271.48 to \$271.84. The price reported above reflects the (1) 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 and prices at which the transaction was effected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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