

Hara George
Form 4
June 01, 2010

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hara George

(Last) (First) (Middle)

C/O FORTINET, INC. 1090 KIFER
ROAD

(Street)

SUNNYVALE, CA 94086

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/27/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/27/2010		J ⁽¹⁾		86,621	D	\$ 0	4,560	I	See footnote <u>(2)</u>
Common Stock	05/27/2010		S		4,560	D	\$ 16.2071 <u>(3)</u>	0	I	See footnote <u>(2)</u>
Common Stock	05/27/2010		J ⁽¹⁾		45,590	A	\$ 0	45,590	I	See footnote <u>(4)</u>
Common Stock								866,668	I	See footnote

Common Stock	533,333	I	(5) See footnote (6)
Common Stock	336,000	I	See footnote (7)
Common Stock	213,334	I	See footnote (8)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (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

Hara George
C/O FORTINET, INC. 1090 KIFER ROAD X
SUNNYVALE, CA 94086

Signatures

/s/ George Hara 06/01/2010

**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) Pro rata distribution of the Common Stock of the Issuer by Defta Archipelago, LLC ("DA") without consideration to its members.

Shares held directly by DA. The Reporting Person is a director of Defta, Inc., the manager of DA, and may be deemed to share voting and

- (2) dispositive power over the shares that may be deemed beneficially held by DA. The Reporting Person disclaims beneficial ownership of all such shares, except to the extent of his pecuniary interest therein.

The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$16.20 to

- (3) \$16.215 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.

Shares held directly by Technology Advisory Group, LLC ("TAG"). The Reporting Person is the director of TAG and may be deemed to

- (4) share voting and dispositive power over the shares that may be deemed beneficially held by TAG. The Reporting Person disclaims beneficial ownership of all such shares, except to the extent of his pecuniary interest therein.

Shares held directly by Defta Alliance Fund II, L.P. ("DAF"). The Reporting Person is a managing member of Coba Management, LLC

- (5) ("Coba Mgmt"), the general partner of DAF, and may be deemed to share voting and dispositive power over the shares that may be deemed beneficially held by DAF. The Reporting Person disclaims beneficial ownership of all such shares, except to the extent of his pecuniary interest therein.

Shares held directly by Coba Mgmt. The Reporting Person is a managing member of Coba Mgmt and may be deemed to share voting and

- (6) dispositive power over the shares that may be deemed beneficially held by Coba Mgmt. The Reporting Person disclaims beneficial ownership of all such shares, except to the extent of his pecuniary interest therein.

Shares held directly by Defta Fortinet Holdings, LP ("DFH"). The Reporting Person is a managing member of Coba Mgmt, the general

- (7) partner of DFH, and may be deemed to share voting and dispositive power over the shares that may be deemed beneficially held by DFH. The Reporting Person disclaims beneficial ownership of all such shares, except to the extent of his pecuniary interest therein.

Shares held directly by Defta Ubiquitous Technologies, LP ("DUT"). The Reporting Person is a managing member of Coba International,

- (8) the general partner of DUT, and may be deemed to share voting and dispositive power over the shares that may be deemed beneficially held by DUT. The Reporting Person disclaims beneficial ownership of all such shares, except to the extent of his pecuniary interest therein.

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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