

Edgar Filing: F5 NETWORKS INC - Form 4

F5 NETWORKS INC
 Form 4
 May 08, 2002

 FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[] CHECK THIS BOX IF NO
 LONGER SUBJECT TO
 SECTION 16. FORM 4
 OR FORM 5 OBLIGATIONS
 MAY CONTINUE. SEE
 INSTRUCTION 1(b).

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(f) OF THE INVESTMENT COMPANY
 ACT OF 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol	6. R
McAdam	John		F5 Networks, Inc. (ffiv)	t
(Last)	(First)	(Middle)	3. IRS or Social Security	4. Statement for
c/o F5 Networks, Inc.			Number of Reporting	Month/Year
401 Elliott Avenue West			Person, if an entity	April 2002
(Street)			(Voluntary)	5. If Amendment,
Seattle	WA	98119		Date of Original
(City)	(State)	(Zip)		(Month/Year)
				7. I

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficial Owned at End of Mo (Instr. 3)
		Code V	Amount (A) or (D)	Price
Common Stock	4/30/02	V	2,985 A	\$11.07 52,985(1)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
 *If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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.

(Print or Type Responses)

FORM 4 (CONTINUED)

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)	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.
			Code V	(A)	(D)	Date Exercisable
					Date	Expiration Date

9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

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Explanation of Responses:

(1) Includes 2,985 shares acquired under the F5 Networks stock purchase plan in April 2002.

**Intentional misstatements or omissions of facts constitute Federal
Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

/s/ John McAda

**Signature of

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