### F5 NETWORKS INC

### FORM 4

(Statement of Changes in Beneficial Ownership)

### Filed 11/25/2002 For Period Ending 11/22/2002

Address 401 ELLIOT AVE WEST STE 500

SEATTLE, Washington 98119

Telephone 206-272-5555 CIK 0001048695

Industry Computer Networks

Sector Technology

Fiscal Year 09/30



OMB APPROVAL

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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

### FORM 4

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)				
1.	Name and Address of Reporting Person* (Last, First, Middle)	2	. Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
	McAdam, John		F5 Networks (ffiv)	_	
	c/o F5 Networks, Inc. 401 Elliott Avenue West	4	Statement for (Month/Day/Year)  11/22/02	5.	If Amendment, Date of Original (Month/Day/Year)
	(Street)	6	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Filing (Check Applicable Line)
	Seattle, WA 98119		☑ Director ☐ 10% Owner		▼ Form filed by One Reporting Person
	(City) (State) (Zip		<ul><li>✓ Officer (give title below)</li><li>☐ Other (specify below)</li><li>President and CEO</li></ul>	_	Form filed by More than One Reporting Person

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

\* If the form is filed by more than one reporting person, see instruction 4(b)(v).

Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2a. Deemed Execution 3. Date, if any. (Month/Day/Year)	Transac (Instr. 8		4. Securities a or Dispose (Instr. 3, 4 a	d of (D)	ed (A)	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	6. Ownership 7. Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficia Ownersh (Instr. 4)
			Code	v	Amount	(A) or (D)	Price			
Common Stock	11/22/02		М	· ·	25,000	A	\$5.03		D	
Common Stock	11/22/02		S(1)		25,000	D	\$14.18	52,985	D	

## $\label{thm:convergence} Table~II — Derivative~Securities~Acquired,~Disposed~of,~or~Beneficially~Owned~\\ (~e.g.~,~puts,~calls,~warrants,~options,~convertible~securities)$

1.	Title of Derivative Security (Instr. 3)	2.	Conversion or Exercise Price of Derivative Security	3.	Transaction 3a. Date (Month/Day/Year)	Deemed Execution 4. Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	ion	5.	Number of Derighter Acquired (A) or (Instr. 3, 4 and 5)	Disposed of (D)
							Code	v		(A)	( <b>D</b> )
	Non-Qualified Stock Option (right to buy)		\$5.03		11/22/02		М				25,000
				_							
_					Page						

	(e.g., puts, calls, warrants, options, convertible securities)											
6.	Date Exercisable and 7. Expiration Date (Month/Day/Year)	of Underlying	Price of Derivative Security (Instr. 5)		Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)			
	Date Expiration Exercisable Date	Amount or Number of Title Shares										
	3/16/11	Common Stock 25,000					D					
_												
_												
_												
-				_		_						
_												
Ex	planation of Responses	<b>:</b>										
(1)	Sale pursuant to the terr	ms of a 10b5-1 trading pl	an.									
	_	/s/ John McAo	dam		11/22	/02						
		**Signature of Repor	ting Person		Date	e						
_	** Intentional misstat	ements or omissions of f	acts constitu	ite Fed	leral Criminal Violations. See	e 18	U.S.C. 1001 and 15 U.	.S.C.	78ff(a).			
N	ote: File three copies of	f this Form, one of which	n must be ma	anuall	y signed. If space is insufficion	ent,	see Instruction 6 for pr	ocedı	ıre.			
				F	Page 4							

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued