F5 NETWORKS INC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/13/2002 For Period Ending 11/12/2002

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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)
	Helsel, Brett L.		F5 Networks, Inc. (ffiv)		
	c/o F5 Networks, Inc. 401 Elliott Avenue West	4.	Statement for Month/Day/Year 11/12/02	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		
	(City) (State) (Zip)		▼ Officer (give title below)		Form filed by More than One Reporting Person
			☐ Other (specify below)		reison
			Sr. VP of Product Development & CTO		

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).

1. Title of Security (Instr. 3)		Transaction Date 2a (Month/Day/Year)	. Deemed Execution 3. Date, if any. (Month/Day/Year)	Transaction Code (Instr. 8)		ode 4	Securities A or Disposed (Instr. 3, 4 and	of (D)	d (A)	5. Amount of Securities 6 Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	Ownership 7. Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownershij (Instr. 4)
				Code	v		Amount	(A) or (D)	Price			
Common Stock		11/12/02		S (1)			7,500	D	\$12.00	146,333	D	
Common Stock										150	Ι	By Trust
	_											

	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 3 Date (Month/Day/Year)	a. Deemed Execution Date, if any (Month/Day/Year)	4.	Transacti Code (Instr. 8)	ion	5.		rivative Securitie or Disposed of (D 5)
								Code	v		(A)	(D)
_												
_												
_												
_												
					Pa	ge 3						

		ŗ	Tabl	e II — D					Disposed of, or Beneficially s, options, convertible secur				
E	Pate Exercise Expiration I Month/Day/	Date	7.	Title and of Underly Securities (Instr. 3 and	ying		Price of Derivative Security (Instr. 5)	9.	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)
F	Date Exercisable	Expiration Date	n	Title	Amount Number Share	of							
			_							_			
			_							_			
			-							-			
Expla	anation (of Respo	nses	:									
(1) Sa	ale pursu	ant to the	e tern	ns of a 10	0b5-1 tra	ding p	lan.						
					/S/ Br	ett He	lsel		11/12	2/02			
			_	**Sig	nature of	Repo	rting Perso	on	Da	te			
*:	* Intent	ional mis	 sstate	ements or	r omissic	ons of t	facts const	itute Fe	deral Criminal Violations. Se	e 18	3 U.S.C. 1001 and 15	U.S.C.	78ff(a).
Note	e: File t	nree copi	es of	this For	m, one o	f whic	h must be	manual	ly signed. If space is insuffic	ient,	see Instruction 6 for	proced	ure.
								1	Page 4				
End	of Fili	ng					P	owered By	EDGAR*				

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