F5 NETWORKS INC

FORM 4

(Statement of Changes in Beneficial Ownership)

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

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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

	See Instruction 1(b)				
1.	Name and Address of Reporting Person* (Last, First, Middle) Goldman, Steven	2.	Issuer Name and Ticker or Trading Symbol F5 Networks (ffiv)	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
	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) Seattle, WA 98119	6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable) □ Director □ 10% Owner	7.	Individual or Joint/Group Filing (Check Applicable Line)
	(City) (State) (Zip)	_	 ☑ Officer (give title below) ☑ Other (specify below) Sr. Vice President of Sales and Services 		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)	a. Deemed Execution 3. Date, if any. (Month/Day/Year)	Transaction Cod (Instr. 8)		e 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownershi (Instr. 4)
			Code	v	Amount	(A) or (D)	Price			
Common Stock	11/22/02		S(1)		8,584	D	\$14.01	109,860	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 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)	
									Code	v		(A)	(D)
					P	age	: 3						

	Ta				sposed of, or Beneficially ptions, convertible securi				
6.	Date Exercisable and 7. Expiration Date (Month/Day/Year)	Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	Se Fo	umber of Derivative curities Beneficially Owned llowing Reported Transaction(s) str. 4)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Expiration Exercisable Date	Amoun Number Title Share	r of						
_									
_				_					
						_			
_									
Ξx	planation of Response	es:							
1)	Sale pursuant to the te	rms of a 10b5-1 tra	ding plan.						
		/s/ Steve	en Goldman	_	11/22	/02			
		**Signature of	f Reporting Person		Date	e			
_	** Intentional missta	atements or omission	ons of facts constitu	ıte Feder	al Criminal Violations. Sec	2 18	U.S.C. 1001 and 15	U.S.C.	78ff(a).
N	ote: File three copies	of this Form, one o	f which must be m	anually s	igned. If space is insufficion	ent,	see Instruction 6 for p	procedi	ıre.
				Pag	e 4				
i n	d of Filing								

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