F5 NETWORKS INC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/3/2002 For Period Ending 12/2/2002

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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)						
Name and Address of Reporting Person* (Last, First, Middle) Helsel, Brett L.	2.	Issuer Name and Ticker or Trading Symbol F5 Networks, Inc. (ffiv)	3.	. I.R.S. Identification Number of Report Person, if an entity (Voluntary)		
c/o F5 Networks, Inc. 401 Elliott Avenue West	4.	Statement for (Month/Day/Year) 12/2/02	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) ☐ Form filed by One Reporting Person		
(City) (State) (Zip)		 ☑ Officer (give title below) ☐ Other (specify below) Sr. VP of Product Development & CTO 		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).

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
. Title of Security (Instr. 3)	2.	Transaction Date (Month/Day/Year)	2a. Deemed Execution 3. Transaction Code Date, if any. (Month/Day/Year) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)					ed (A)	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 Ownership (Instr. 4)
							(A)				
				Code	v	Amount	or (D)	Price			
Common Stoc	k	12/2/02		M		2,500	A	\$7.00		D	
Common Stoc	k	12/2/02		S(1)		2,500	D	\$14.60	144,739	D	
Common Stoc	k								150	I	By Trust
						Page 2					
					1	u50 2					

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

1.	Title of Derivative Security (Instr. 3)		Conversion or Exercise Price of Derivative Security	3.	Transaction Date (Month/Day/Year)	3a.	Deemed Execution 4. Date, if any (Month/Day/Year)	(T ransacti C ode Instr. 8)	on	5.	Number of Deriv Acquired (A) or (Instr. 3, 4 and 5)	Disposed of (D)
								C	Code	v		(A)	(D)
	Non-Qualified Stock Option (right to buy)		\$7.00		12/2/02			N	И				2,500
		_		_		_		_					
				_									
_													
					Pa	ıge	3						

	Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued (e.g., puts, calls, warrants, options, convertible securities)												
6.	Date Exerci Expiration 1 (Month/Day,	Date	of U Sec	e and Am Jnderlying urities etr. 3 and 4	g		Price of Derivative Security (Instr. 5)	9.	Securities Beneficially Owned Following Reported Transaction (Instr. 4)		Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Exercisable	Expiration Date	Titl	ľ	Amount or Number of Shares								
	5/27/01	4/27/11	Cor Stoo	nmon ck	2,500						D		
_													
_						_							
_													
-						-							
_						_							
Ex	planation	of Respons	ses:										
(1)	Sale pursu	ant to the t	terms o	f a 10b5	5-1 tradin	g pl	an.						
				,	/S/ Brett	Hel	sel		1	2/2/02			
			*	*Signat	ure of Re	por	ting Person	n		Date			
	** Inten	ional miss	- tateme	nts or o	missions	of fa	acts consti	tute F	ederal Criminal Violations	. See 1	8 U.S.C. 1001 and 15 U	J.S.C.	78ff(a).
No	ote: File t	hree copies	s of this	s Form,	one of w	hich	must be r	nanua	ally signed. If space is insuf	fficient	, see Instruction 6 for p	rocedi	ure.
									Page 4				