

F5 NETWORKS INC

FORM 4/A

(Amended Statement of Changes in Beneficial Ownership)

Filed 6/8/2001 For Period Ending 1/31/2001

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

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

OMB Number: 3235-0287
Expires: December 31, 2001
Estimated average burden hours per response.....0.5

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person to Issuer (Check all applicable)	
Goldman	Steven		F5 Networks, Inc. (ffiv)		Director	10% Owner
(Last)	(First)	(Middle)				
c/o F5 Networks, Inc. 401 Elliott Avenue West			3. IRS or Social Security Number of Reporting Person (Voluntary)		4. Statement for Month/Year January 2001	
(Street)					5. If Amendment, Date of Original (Month/Year) February 6, 2001	
Seattle	WA	98119			7. Individual or Joint/Group Filing (Check applicable line)	
(City)	(State)	(Zip)			X Form filed by one Reporting Person Sr. Vice President of Sales and Service	
					Other (Specify below) --- below	
					Form filed by more than one Reporting Person	

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount (A) or (D)	Price		
Common Stock	1/2/01	M	14,250 A	\$0.05		D
Common Stock	1/2/01	M	45,000 A	\$0.05	150,220(1)	D

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).

(Over)
SEC 1474(3-99)

(Please Print or Type Responses)

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. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
				(A)	(D)	Exercisable Date	Expiration Date		
Incentive Stock Option (right to buy)	\$0.05	1/2/01	M		14,250	7/14/98	8/18/07	Common Stock	14,250
Incentive Stock Option (right to buy)	\$0.05	1/2/01	M		45,000	7/14/98	7/17/07	Common Stock	45,000
Non-Qualified Stock Option (right to buy)(2)	\$9.50	1/1/01	A		50,000	1/1/02	1/1/11	Common Stock	50,000

9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	D	
	D	
\$50,000	D	

Explanation of Responses:

(1) On February 6, 2001, the reporting person filed a Form 4 mistakenly reporting the Amount of Securities Beneficially Owned as 165,220. As of January 31, 2001, the reporting person owned only 150,220 shares of common stock. All acquisitions and dispositions were reported properly, the mistake was simply an error in the reported total number of securities beneficially owned.

(2) Options vest 50% after one year and the remaining 50% after the second year from date of grant.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. /s/ STEVEN GOLDMAN 6/7/01
**Signature of Reporting Person Date

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.

End of Filing

