

F5 NETWORKS INC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 5/8/2002 For Period Ending 4/26/2002

| | |
|-------------|--|
| 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 |

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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) | |
| Helsel | Brett | L | F5 Networks, Inc. (ffiv) | | Director 10% Owner | |
| (Last) (First) (Middle) | | | 3. IRS or Social Security Number of Reporting Person, if an entity (Voluntary) | | 4. Statement for Month/Year | |
| c/o F5 Networks, Inc. | | | | | X Officer (give title below) Other (specify below) | |
| 401 Elliott Avenue West | | | | | April 2002 | |
| (Street) | | | 5. If Amendment, Date of Original (Month/Year) | | Chief Technology Officer | |
| Seattle | WA | 98119 | | | | |
| (City) | (State) | (Zip) | | | 7. Individual or Joint/Group Filing (Check Applicable Line) | |
| | | | | | X Form filed by One Reporting Person | |
| | | | | | 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. Trans- action Date (Month/ Day/ Year) | 3. Trans- action 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) |
|---------------------------------|--|----------------------------------|---|------------|--------|---|--|---|
| | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 4/26/02 | M | 37,500 | A | \$0.05 | 148,833 | D | |
| Common Stock | | | | | | 150 | I | By Trust |

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).

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(Print or Type Responses)

(Over)
SEC 1474 (3-99)

| 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) |
|---|--|---|-----------------------------------|--|---|--|---|
| Incentive Stock Option (right to buy) | \$0.05 | 4/26/02 | M | 37,500 | 4/13/08 | Common Stock | 37,500 |

| 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|---|
| | D | |

Explanation of Responses:

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

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.

/s/ Brett Helsel

 **Signature of Reporting Person
 Date 5/6/02

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End of Filing



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