

F5 NETWORKS INC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 2/8/2001 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

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)	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)
					Exercisable Date	Expiration Date		
NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)(1)	\$9.50	1/1/01	A	70,000	01/01/02	01/01/11	COMMON STOCK	\$9.50
NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)(1)	\$9.50	1/1/01	A	25,000	01/01/02	01/01/11	COMMON STOCK	\$9.50

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	
95,000	D	

Explanation of Responses:

SEE CONTINUATION PAGE(S) FOR FOOTNOTES.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ EDWARD J. EAMES 2/6/01
**Signature of Reporting Person Date

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

(1) OPTIONS VEST 50% AFTER ONE YEAR AND THE REMAINING 50% AFTER THE SECOND YEAR.

End of Filing

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