

F5 NETWORKS INC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 6/7/2002 For Period Ending 5/6/2002

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

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| | | | | | |
|--|---------|----------|--|--|--|
| 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) | |
| Reiter | Joann | M. | 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 May 2002 | 5. If Amendment, Date of Original (Month/Year) |
| c/o F5 Networks, Inc. 401 Elliott Avenue West | | | | | |
| (Street) | Seattle | WA | 98119 | | |
| (City) | (State) | (Zip) | | | |
| | | | | | 6. Relationship of Reporting Person to Issuer (Check all applicable) X Officer (give title below) --- Other (specify below) --- VP General Counsel and Corporate Secretary |
| | | | | | 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. Transaction Date (Month/Day/Year) | 3. Transaction Code | 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 | | | |

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).

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.

(Over)
SEC 1474 (3-99)

(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) | | | | | |
|--|--|--------------------------------------|--|---|--|---|--|------------------|-----------------|--------------|----------------------------|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Non-Qualified Stock Option (right to buy)(1) | \$11.12 | 5/6/02 | A | 50,000 | 6/6/02 | 5/6/12 | | | | 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) | | | | | | | | | |
| 50,000 | D | | | | | | | | | | | |

Explanation of Responses:

(1) Options vest monthly over a 2 year period.

** 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 is insufficient, see Instruction 6 for procedure.

/s/ Joann Reiter

**Signature of Reporting Person Date 6/4/02

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End of Filing



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