

# F5 NETWORKS INC

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 3/13/2000 For Period Ending 2/29/2000

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Industry	Computer Networks
Sector	Technology
Fiscal Year	09/30

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SECTION 16. FORM 4 OR  
FORM 5 OBLIGATIONS MAY  
CONTINUE. SEE  
INSTRUCTION 1(b).

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(f) of the Investment Company Act of 1940

OMB NUMBER: 3235-0287  
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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)		
Amdahl, Carl			F5 Networks, Inc. (ffiv)		<input checked="" type="checkbox"/> Director                  10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person, if an entity (Voluntary)	3. Statement for Month/Year			
C/O F5 Networks, Inc 200 First Avenue West Suite 500  Seattle, WA 98119				February 2000			
(City)	(State)	(Zip)	5. If Amendment, Date of Original (Month/Year)				7. Individual or Joint/Group Filing (Check Applicable Line)
							<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of In- direct Bene- ficial Owner- ship (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. (Over)  
\* If the form is filed by more than one reporting person, SEE Instruction 4(b)(v). SEC 1474 (3-99)

(Print or Type Responses)

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.

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)
			Code V (A) (D)	(A) (D)	Date Exercisable Expiration Date
Non-Qualified Stock option (right to buy)(1)	\$89.50	2-10-00	V	112,500	10-01-00 2-09-10

7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	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 Interest: Direct Beneficial Ownership (Instr. 4)
Title Amount or Number of Shares				
Common Stock 112,500	\$89.50	112,500	D	

Explanation of Responses:

1. 17% of the shares vest on October 1, 2000 and the remaining shares vest in consecutive equal monthly increments over the following three (3) year and four (4) month period.

/s/Carl Amdahl

March 10, 2000

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

\*\*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.

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**End of Filing**

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