SolarWinds, Inc. Form 4 May 18, 2012

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number: January 31,

**OMB APPROVAL** 

Expires: 2005 Estimated average

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

Stock

1. Name and A SIPPL ROC	Address of Reporting PostER J	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol SolarWinds, Inc. [SWI]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
	(First) (Microsoft) (First) (Microsoft) (M	(Month/D 711 S. 05/17/20	3. Date of Earliest Transaction (Month/Day/Year) 05/17/2012				X Director 10% Owner Officer (give title below) Other (specify below)			
AUSTIN, T		Filed(Mon	ndment, Dat th/Day/Year)	Č			6. Individual or Applicable Line) _X_ Form filed by Form filed by Person	•	erson	
(City)	(State) (Z	Zip) Tabl	e I - Non-Do	erivative S	Securiti	ies Ac	quired, Disposed	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D) 4 and 5	)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	05/17/2012		A	999 (1)	A	\$0	15.651	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 45.05	05/17/2012		A	6,277	(2)	05/17/2022	Common Stock	6,277

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SIPPL ROGER J C/O SOLARWINDS, INC. 3711 S. MOPAC EXPY., BUILDING TWO AUSTIN, TX 78746

## **Signatures**

/s/ Bryan A. Sims, Attorney-In-Fact 05/18/2012

\*\*Signature of Reporting Person Da

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents restricted stock units awarded pursuant to the annual equity grant under the issuer's director compensation plan that entitle the reporting person to receive one share of issuer's common stock per restricted stock unit. The restricted stock units will fully vest on the earlier of the date of the issuer's 2013 annual meeting of stockholders and December 31, 2013, subject to continued service through the applicable date.
- Represents stock options awarded pursuant to the annual equity grant under the issuer's director compensation plan. All of the shares will (2) fully vest on the earlier of the date of the issuer's 2013 annual meeting of stockholders and December 31, 2013, subject to continued service through the applicable date.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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