

Xie Michael  
Form 4  
August 22, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Xie Michael

2. Issuer Name and Ticker or Trading Symbol  
FORTINET INC [FTNT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O FORTINET, INC., 1090 KIFER ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
08/21/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
VP, Engineering & CTO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SUNNYVALE, CA 94086

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 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)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/21/2012		S <sup>(1)</sup>		50,000 <sup>(2)</sup>	D	
					\$ 25.3351 <sup>(3)</sup>		
Common Stock					6,748,000	D	
Common Stock					2,341,055	I	See footnote <sup>(4)</sup>
Common Stock					2,341,055	I	See footnote <sup>(5)</sup>
Common Stock					1,317,890	I	See footnote



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Commission, the Issuer, or a security holder of the Issuer.

- (4) Shares held directly by the Michael Xie Grantor Retained Annuity Trust dated February 9, 2011, for which the Reporting Person serves as a trustee.
- (5) Shares held directly by the Danke Wu Grantor Retained Annuity Trust dated February 9, 2011, for which the Reporting Person serves as a trustee.
- (6) Shares held directly by the 2010 K.A. Family Trust dated May 3, 2010, for which the Reporting Person serves as a trustee.

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

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