

Whittle John
Form 4
August 03, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Whittle John

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)
08/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & General Counsel

(Street)
SUNNYVALE, CA 94086

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 08/01/2011 | | M | 9,996 A \$ 3.735 | 9,996 | D | |
| Common Stock | 08/01/2011 | | S(1) | 9,996 D \$ 20.1803 (2) | 0 | D | |

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

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SEC 1474 (9-02)

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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) | 3A. Deemed Execution Date, if any (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 3.735 (3) (4) | 08/01/2011 | | M | 4,164 | (5) 04/23/2015 | Common Stock 4,164 (3) (4) |
| Employee Stock Option (right to buy) | \$ 3.735 (3) (6) | 08/01/2011 | | M | 5,832 | (7) 01/28/2016 | Common Stock 5,832 (3) (6) |
| Employee Stock Option (right to buy) | \$ 20.13 | 08/02/2011 | | A | 25,000 | (8) 08/02/2018 | Common Stock 25,000 |
| Employee Stock Option (right to buy) | \$ 8.43 (3) (9) | | | | | (10) 02/10/2017 | Common Stock 50,000 (3) (9) |
| Employee Stock Option (right to buy) | \$ 20.235 (3) (11) | | | | | (12) 02/08/2018 | Common Stock 60,000 (3) (11) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Whittle John C/O FORTINET, INC. 1090 KIFER ROAD SUNNYVALE, CA 94086 | | | VP & General Counsel | |

Signatures

/s/ John Whittle

08/03/2011

**Signature of
Reporting Person

Date

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).
- (1) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 24, 2010.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$19.92 to
- (2) \$20.66 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (3) On June 1, 2011, the common stock of the Issuer split 2-for-1, in the form of a 100% stock dividend, to all stockholders of record as of the close of business on May 9, 2011 (the "Stock Split").
- (4) The option was previously reported as covering 11,461 shares at an exercise price of \$7.47 per share, but was adjusted to reflect the Stock Split.
- (5) One-fourth of the shares subject to the option vested on April 23, 2009 and one forty-eighth of the shares shall vest monthly thereafter.
- (6) The option was previously reported as covering 29,168 shares at an exercise price of \$7.47 per share, but was adjusted to reflect the Stock Split.
- (7) One-fourth of the shares subject to the option vested on January 28, 2010 and one forty-eighth of the shares shall vest monthly thereafter.
- (8) One-fourth of the shares subject to the option vest on August 2, 2012 and one forty-eighth of the shares shall vest monthly thereafter.
- (9) The option was previously reported as covering 25,000 shares at an exercise price of \$16.86 per share, but was adjusted to reflect the Stock Split.
- (10) One-fourth of the shares subject to the option vested on February 10, 2011 and one forty-eighth of the shares shall vest monthly thereafter.
- (11) The option was previously reported as covering 30,000 shares at an exercise price of \$40.47 per share, but was adjusted to reflect the Stock Split.
- (12) One-fourth of the shares subject to the option vest on February 8, 2012 and one forty-eighth of the shares shall vest monthly thereafter.

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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