

Whittle John
Form 4
December 18, 2018

FORM 4

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

OMB APPROVAL

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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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VP CorpDev&Strat Alliance, GC

C/O FORTINET, INC., 899 KIFER ROAD

(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 | (D) | Price |
| Common Stock | 12/17/2018 | | M ⁽¹⁾ | | 625 | A | \$ 23.83 |
| Common Stock | 12/17/2018 | | M ⁽¹⁾ | | 625 | A | \$ 37.24 |
| Common Stock | 12/17/2018 | | S ⁽¹⁾ | | 1,250 ⁽²⁾ | D | \$ 70.5148 ⁽³⁾ |
| | | | | | | | 8,309 |
| | | | | | | | 9,934 |
| | | | | | | | 8,684 |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-qualified Stock Option (right to buy) | \$ 23.83 | 12/17/2018 | | M ⁽¹⁾ | 625 | ⁽⁴⁾ 02/11/2023 | Common Stock | 625 |
| Non-qualified Stock Option (right to buy) | \$ 37.24 | 12/17/2018 | | M ⁽¹⁾ | 625 | ⁽⁵⁾ 02/16/2024 | Common Stock | 625 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Whittle John C/O FORTINET, INC. 899 KIFER ROAD SUNNYVALE, CA 94086 | | | VP CorpDev&Strat Alliance, GC | |

Signatures

/s/ Robert Turner, by power of attorney
 12/18/2018
 **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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 9, 2018.
- (2) Represents the aggregate of sales effected on the same day at different prices.
- (3)

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Represents the weighted average sales price per share. The shares sold at prices ranging from \$69.95 to \$70.90 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

- (4) 1/4 of the shares subject to the option vested on February 11, 2017 and 1/48 of the shares subject to the option vests monthly thereafter.
- (5) 1/4 of the shares subject to the option vested on February 16, 2018 and 1/48 of the shares subject to the option vests 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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