

SOMMERS DAVID P

Form 4

December 03, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SOMMERS DAVID P

2. Issuer Name **and** Ticker or Trading
Symbol
NETSCOUT SYSTEMS INC
[NTCT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
310 LITTLETON ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2009

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
CFO & VP General Operations

WESTFORD, MA 01886

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
Common Stock	12/01/2009		M ⁽¹⁾	2,900	A ⁽¹⁾ \$ 4.22	124,802 ⁽²⁾	D
Common Stock	12/01/2009		S ⁽¹⁾	2,900	D ⁽¹⁾ \$ 13	121,902 ⁽²⁾	D
Common Stock	12/01/2009		M ⁽¹⁾	4,000	A ⁽¹⁾ \$ 4.22	125,902 ⁽²⁾	D
Common Stock	12/01/2009		S ⁽¹⁾	4,000	D ⁽¹⁾ \$ 13.0871	121,902 ⁽²⁾	D

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

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(9-02)

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)	8. Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 4.22	12/01/2009		M ⁽¹⁾	2,900	<u>(2)</u> 04/25/2010	Common Stock	2,900
Employee Stock Options (Right to Buy)	\$ 4.22	12/02/2009		M ⁽¹⁾	4,000	<u>(2)</u> 04/25/2010	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SOMMERS DAVID P 310 LITTLETON ROAD WESTFORD, MA 01886	CFO & VP General Operations

Signatures

/s/ David P. Sommers 12/03/2009

 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) Option was exercised and related Common stock was sold pursuant to a 10b5-1 plan.

(2) 2,500 of these shares are held by a trust in which the reporting person has a pecuniary interest.

(3) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share; the actual sales price per share ranged from \$13.00 to \$13.23.

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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