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 APPROVAL

Number: 3235-0287

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

Form 5
obligations
may continue.

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and AcCAKEBREA	Symbol	2. Issuer Name and Ticker or Trading Symbol SolarWinds, Inc. [SWI]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M		3. Date of Earliest Transaction			(Check all applicable)				
(=)	(-111)	(Month/D		ansaction			_X_ Director	10%	6 Owner	
	RWINDS, INC., 3 PY., BLDG. TW		05/17/2012				Officer (giv	ve titleOth below)	er (specify	
(Street) 4. If Ame			ndment, Date Original				6. Individual or Joint/Group Filing(Check			
AUSTIN, T	X 78746	Filed(Mon	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecuri	ties 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. Transactic Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	(A) o of (D)	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	05/17/2012		A	999 (1)	A	\$0	5,787	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)

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. Transactio 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

Director 10% Owner Officer Other

CAKEBREAD STEVEN C/O SOLARWINDS, INC. 3711 S. MOPAC EXPY., BLDG. 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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