

NELSON ZACHARY  
Form 4  
December 28, 2012

**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 \*  
NELSON ZACHARY

2. Issuer Name and Ticker or Trading Symbol  
NETSUITE INC [N]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O NETSUITE INC., 2955  
CAMPUS DRIVE, SUITE 100  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/26/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

SAN MATEO, CA 94403

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock                    | 12/26/2012                           |  | M <sup>(1)</sup>               |   | 12,375  | A  | \$ 10.62  |
| Common Stock                    | 12/26/2012                           |  | M <sup>(1)</sup>               |   | 2,625   | A  | \$ 12.4   |
| Common Stock                    | 12/26/2012                           |  | S <sup>(1)</sup>               |   | 11,199  | D  | \$ 66.1559  |
| Common Stock                    | 12/26/2012                           |  | S <sup>(1)</sup>               |   | 3,801   | D  | \$ 67.1274  |
|                                 | 12/27/2012                           |  | M <sup>(1)</sup>               |   | 15,000  | A  | \$ 12.4   |

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|              |            |                  |        |   |                   |         |   |  |
|--------------|------------|------------------|--------|---|-------------------|---------|---|--|
| Common Stock |            |                  |        |   |                   |         |   |  |
| Common Stock | 12/27/2012 | S <sup>(1)</sup> | 11,678 | D | \$ 64.7966<br>(5) | 968,601 | D |  |
| Common Stock | 12/27/2012 | S <sup>(1)</sup> | 3,322  | D | \$ 65.7767<br>(5) | 965,279 | D |  |
| Common Stock | 12/28/2012 | M <sup>(1)</sup> | 15,000 | A | \$ 12.4           | 980,279 | D |  |
| Common Stock | 12/28/2012 | S <sup>(1)</sup> | 15,000 | D | \$ 65.3556<br>(6) | 965,279 | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Employee Stock Option (right to buy)       | \$ 10.62   | 12/26/2012                           |  | M <sup>(1)</sup>               | 12,375  | (3) 08/19/2018   | Common Stock  | 12,375                     |
| Employee Stock Option (right to buy)       | \$ 14.5  | 12/26/2012                           |  | M <sup>(1)</sup>               | 2,625   | (3) 06/28/2017   | Common Stock  | 2,625                      |
| Employee Stock Option                      | \$ 14.5  | 12/27/2012                           |  | M                              | 15,000  | (3) 06/28/2017   | Common Stock  | 15,000                     |

(right to buy)

Employee

Stock

|        |         |            |  |   |        |     |            |              |        |
|--------|---------|------------|--|---|--------|-----|------------|--------------|--------|
| Option | \$ 14.5 | 12/28/2012 |  | M | 15,000 | (3) | 06/28/2017 | Common Stock | 15,000 |
|--------|---------|------------|--|---|--------|-----|------------|--------------|--------|

(right to buy)

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| NELSON ZACHARY<br>C/O NETSUITE INC.<br>2955 CAMPUS DRIVE, SUITE 100<br>SAN MATEO, CA 94403 | X             |           | President & CEO |       |

## Signatures

/s/ Adriana Botto, by power of attorney

12/28/2012

\_\_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 transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 7, 2012.

The sale prices reported in column 4 of Table 1 represent the weighted average sale price of the shares sold ranging from \$65.74 to

(2) \$66.73, and \$66.82 to \$67.34, per share, respectively. 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) This option is fully vested.

On June 19, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option granted to the Reporting Person on

(4) August 15, 2008. Each exchanged option to purchase one share of common stock was replaced with a new option to purchase a number of shares of common stock equal to the number of options exchanged multiplied by 0.83 which represents an exchange ratio based on the exercise price of the exchanged option, subject to rounding.

The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$64.40 to

(5) \$65.38, and \$65.40 to \$66.15, per share, respectively. 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.

The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$64.945 to

(6) \$65.60 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.

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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