Feringa Thomas David Form 4 May 31, 2012

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

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Feringa Thomas David

(Middle) (First)

401 ELLIOTT AVENUE WEST

(Street)

SEATTLE, WA 98119

2. Issuer Name and Ticker or Trading Symbol

F5 NETWORKS INC [FFIV]

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

05/30/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Check all applicable)

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

EVP, World Wide Sales

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 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. Code

(Instr. 8)

Code V Amount (D) Price

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

(A)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4)

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(9-02)

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

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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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** (Instr. 3 and 4)

De

Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	(Instr. 8) Acquire or Dispo (D) (Instr. 3 and 5)		ed of				(
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	S
Restricted Stock Units (1)	\$ 0	05/30/2012(2)		A		30,000		(3)	<u>(4)</u>	Common Stock	30,000	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Feringa Thomas David

SEATTLE, WA 98119

401 ELLIOTT AVENUE WEST EVP, W

EVP, World Wide Sales

Signatures

/s/ Jeffrey A. Christianson by Power of Attorney

05/31/2012

**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) Each Restricted Stock Unit represents a contingent right to receive one share of F5 Networks, Inc. Common Stock on the vest date.
- (2) On May 30, 2012, the Compensation Committee of the Board of Directors of F5 Networks, Inc. approved this August 1, 2012 award of service-based Restricted Stock Units.
- (3) 25% of the August 1, 2012 award of service-based Restricted Stock Units vests on August 1, 2013, and the remaining 75% vests in twelve equal quarterly increments beginning November 1, 2013.
- (4) If the reporting person continues to serve as an officer of the Company on the vest date, the corresponding number of shares of Common Stock of F5 Networks, Inc. will be issued to the reporting person on the vest 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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