

WELLS DAVID B
Form 4
May 26, 2011

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 *
WELLS DAVID B

(Last) (First) (Middle)
100 WINCHESTER CIRCLE
(Street)

LOS GATOS, CA 95032

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETFLIX INC [NFLX]

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 (A) or (D) Price			
Common Stock	05/24/2011		M	427 ⁽¹⁾ A \$ 61.03	427	D	
Common Stock	05/24/2011		S	427 ⁽¹⁾ D \$ 249.99	0	D	
Common Stock	05/24/2011		M	374 ⁽¹⁾ A \$ 69.7	374	D	
Common Stock	05/24/2011		S	374 ⁽¹⁾ D \$ 249.99	0	D	
Common Stock	05/24/2011		M	347 ⁽¹⁾ A \$ 75	347	D	

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Common Stock	05/24/2011	S	347 <u>(1)</u>	D	\$ 249.99	0	D
Common Stock	05/24/2011	M	255 <u>(1)</u>	A	\$ 101.99	255	D
Common Stock	05/24/2011	S	255 <u>(1)</u>	D	\$ 249.99	0	D
Common Stock	05/24/2011	M	243 <u>(1)</u>	A	\$ 107.29	243	D
Common Stock	05/24/2011	S	243 <u>(1)</u>	D	\$ 249.99	0	D

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 (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	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 61.03	05/24/2011		M	427 <u>(1)</u>	02/01/2010 02/01/2020	Common Stock	427	
Non-Qualified Stock Option (right to buy)	\$ 69.7	05/24/2011		M	374 <u>(1)</u>	03/01/2010 03/01/2020	Common Stock	374	
Non-Qualified Stock Option (right to buy)	\$ 75	05/24/2011		M	347 <u>(1)</u>	04/01/2010 04/01/2020	Common Stock	347	
Non-Qualified Stock Option (right to buy)	\$ 101.99	05/24/2011		M	255 <u>(1)</u>	05/03/2010 05/03/2020	Common Stock	255	
	\$ 107.29	05/24/2011		M		06/01/2010 06/01/2020		243	

Non-Qualified Stock Option (right to buy)	243 <u>(1)</u>	Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WELLS DAVID B 100 WINCHESTER CIRCLE LOS GATOS, CA 95032			CFO	

Signatures

By: David Hyman, Authorized Signatory For: David
Wells

05/25/2011

__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) Transaction made pursuant to duly adopted trading plan under Rule 10b5-1(c).

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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