Xie Michael Form 4 July 30, 2012

## FORM 4

#### OMB APPROVAL

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

**SECURITIES** 

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Xie Michael			2. Issuer Name <b>and</b> Ticker or Trading Symbol FORTINET INC [FTNT]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Middle)  C/O FORTINET, INC., 1090 KIFER ROAD		(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
		1090 KIFER	(Month/Day/Year) 07/27/2012	_X_ Director 10% Owner _X_ Officer (give title Other (specify below)  VP, Engineering & CTO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SUNNYVAI	LE, CA 940	086	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y 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. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D) 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	07/27/2012		S <u>(1)</u>	1,000 (2)	D	\$ 25.366 (3)	6,856,000	D	
Common Stock							2,341,055	I	See footnote (4)
Common Stock							2,341,055	I	See footnote (5)
Common Stock							1,317,890	I	See footnote

(6)

(9-02)

9. Nu Deriv

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transac Code (Instr. 8	5. tionNumber of ) Derivativ Securitie Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/ eess	ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
Xie Michael								
C/O FORTINET, INC.	X		VP, Engineering & CTO					
1090 KIFER ROAD	Λ		VF, Eligilicering & CTO					
SUNNYVALE, CA 94086								

#### **Signatures**

/s/ John Whittle, by power of 07/30/2012 attorney

\*\*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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on July 30, 2011.
- (2) Represents the aggregate of sales effected on the same day at different prices.
  - Represents the weighted average sales price per share. The shares sold at prices ranging from \$25.07 to \$25.63 per share. Full information

(3) regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

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#### Edgar Filing: Xie Michael - Form 4

- (4) Shares held directly by the Michael Xie Grantor Retained Annuity Trust dated February 9, 2011, for which the Reporting Person serves as a trustee.
- (5) Shares held directly by the Danke Wu Grantor Retained Annuity Trust dated February 9, 2011, for which the Reporting Person serves as a trustee.
- (6) Shares held directly by the 2010 K.A. Family Trust dated May 3, 2010, for which the Reporting Person serves as a trustee.

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.