FORTINET INC Form 4 August 04, 2014

FORM 4

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

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January 31, 2005

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OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF response...

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Ad Whittle John	•	erting Person *	2. Issuer Name and Ticker or Trading Symbol FORTINET INC [FTNT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
C/O FORTINET, INC., 899 KIFER ROAD			(Month/Day/Year) 08/01/2014	Director 10% Owner _X_ Officer (give title Other (specify below) VP CorpDev&Strat Alliance, GC			
(Street) SUNNYVALE, CA 94086			4. If Amendment, Date Original 6. Individual or Joint/Group Filing(C				
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zin)					

(City)	(State)	Zip) Table	e I - Non-D	erivative (Securi	ities Acqu	iired, 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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/01/2014		Code V M(1)	Amount 625	(D)	Price \$ 0	(Instr. 3 and 4) 2,575	D	
Common Stock	08/01/2014		M(2)	2,188	A	\$ 0	4,763	D	
Common Stock	08/01/2014		F(3)	1,058	D	\$ 24.18	3,705	D	

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

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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. Transaction Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (4)	08/01/2014		M <u>(1)</u>		625	<u>(5)</u>	(5)	Common Stock	625	9
Restricted Stock Units	\$ 0 (4)	08/01/2014		M(2)		2,188	<u>(6)</u>	<u>(6)</u>	Common Stock	2,188	9

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Whittle John C/O FORTINET, INC. 899 KIFER ROAD SUNNYVALE, CA 94086

VP CorpDev&Strat Alliance, GC

Signatures

/s/ John Whittle 08/04/2014

**Signature of 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) Vesting of restricted stock units ("RSUs") granted to the Reporting Person on August 8, 2012.
- (2) Vesting of RSUs granted to the Reporting Person on February 13, 2013.

Exempt transaction pursuant to Section 16b-3(e) - payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in

(3) this Form 4 were relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of RSUs. The Reporting Person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.

Reporting Owners 2

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- (4) Each RSU represents a contingent right to receive one share of the Issuer's common stock.
- 25% of the RSUs vested on August 1, 2013, then the remaining 75% of the RSUs vest in equal installments on each quarterly anniversary
- (5) thereafter, until such time as the RSUs are 100% vested, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting.
 - 25% of the RSUs vested on February 1, 2014, then the remaining 75% of the RSUs vest in equal installments on each quarterly
- (6) anniversary thereafter, until such time as the RSUs are 100% vested, subject to the continuing service of the Reporting Person on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting.

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.