

SOMMERS DAVID P
Form 4
February 08, 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 *
SOMMERS DAVID P

2. Issuer Name and Ticker or Trading Symbol
NETSCOUT SYSTEMS INC
[NTCT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice-Chairman

C/O NETSCOUT SYSTEMS, INC., 310 LITTLETON ROAD

(Street)

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

WESTFORD, MA 01886

(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 Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	02/06/2012		M ⁽¹⁾		17,500	A ⁽¹⁾		\$ 20.93	193,140 ⁽³⁾	D	
Common Stock	02/06/2012		F ⁽⁴⁾		5,724	D		\$ 20.93	187,416 ⁽³⁾	D	
Common Stock	02/07/2012		M ⁽⁶⁾		25,000	A ⁽⁶⁾		\$ 4.22	212,416 ⁽³⁾	D	
Common Stock	02/07/2012		S ⁽⁶⁾		25,000	D ⁽⁶⁾		\$ 21.12	187,416 ⁽³⁾	D	

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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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(2)	02/06/2012		M ⁽¹⁾		17,500		02/06/2012	(8)	Common Stock	17,500
Employee Stock Options (Right to Buy)	\$ 4.22	02/07/2012		M ⁽⁶⁾		25,000		(9)	07/17/2012	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOMMERS DAVID P C/O NETSCOUT SYSTEMS, INC. 310 LITTLETON ROAD WESTFORD, MA 01886			Executive Vice-Chairman	

Signatures

By: /s/ David P. Sommers 02/08/2012

**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 shares of Common Stock were acquired upon the vesting of certain Restricted Stock Units previously granted to the reporting person.

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- (2) Price is N/A.
- (3) 2,500 of these shares are held by a trust in which the reporting person has a pecuniary interest.
- (4) The shares of Common Stock were withheld by the Company to satisfy the reporting person's tax withholding obligation upon the vesting of restricted stock units. The withheld shares were returned to treasury.
- (5) Represents the closing price of the Company's Common Stock on February 3, 2012.
- (6) Option was exercised and related Common stock was sold pursuant to a 10b5-1 plan.
- (7) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share; the actual sales price per share ranged from \$20.98 to \$21.22.
- (8) Date is N/A.
- (9) Option vested over three years in equal quarterly installments. The initial portion of the option grant initially became exercisable on September 13, 2003, and the remainder vested in equal quarterly installments thereafter.

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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