Edgar Filing: NETSUITE INC - Form 4

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| Form 4 | | | | | | | | | | |
|----------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------------------|-------|-------------|-----------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|---------------------------|--|
| June 01, 201 | | | | | | | | omb af | PROVAL | |
| | FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | OMB Number: | 3235-0287 | | |
| Check thi if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b). | 6. r Filed pursuant sinue. Section 17(a) of t | 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 | | | | | | Expires:January 31, 2005Estimated average burden hours per response0.5 | | |
| (Print or Type F | Responses) | | | | | | | | | |
| THOMPSON KEVIN B Symbol | | | r Name and Ticker or Trading | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | (First) (Middle) JITE INC., 2955 DRIVE, SUITE 100 | 3. Date o | f Earliest Tr Day/Year) | | | | (Chec. X_ Director Officer (give below) | |) Owner er (specify | |
| | | | | ndment, Date Original nth/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| SAN MATE | EO, CA 94403 | | | | | | Form filed by M Person | | | |
| (City) | (State) (Zip) | Tab | le I - Non-I | Derivative | Secur | ities Acq | uired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | any | Deemed ution Date, if th/Day/Year) | Code (Instr. 8) | 4. Securi on(A) or D (Instr. 3, Amount | spose | d of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| Common Stock | 05/27/2010 | | А | 5,220 (1) | A | \$ 14.37 | 9,458 | D | | |

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

Persons who respond to the collection of 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)

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| 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. Transacti Code (Instr. 8) | 5. Number on f 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 Amo Underlying Secu (Instr. 3 and 4) | |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|---------------------------------------|-------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | An or Nu of Sh |
| Non-qualified Stock Option (right to buy) | \$ 14.37 | 05/27/2010 | | А | 9,669 | 08/27/2010 <u>(2)</u> | 05/27/2020 | Common Stock | 9 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|----------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | |
| THOMPSON KEVIN B C/O NETSUITE INC. 2955 CAMPUS DRIVE, SUITE 100 SAN MATEO, CA 94403 | Х | | | | | | |
| Signatures | | | | | | | |
| /s/ Douglas P. Solomon, by power of attorney | 06/01/2010 | | | | | | |
| **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 restricted stock units vest in full on the earlier of (i) the date of the next annual meeting following the date of grant or (ii) December 31 of the calendar year following the calendar year in which the grant occurs.
- (2) The option becomes exercisable in four equal quarterly installments beginning on Augsut 27, 2010.

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.