NETSUITE INC Form 4/A July 20, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Cl- - -1- -11 - - -1: - -1-1-)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

NETSUITE INC [N]

Symbol

1(b).

(Print or Type Responses)

NELSON ZACHARY

1. Name and Address of Reporting Person *

				TELEGITE EVE [TV]					(Check all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction									
			(Month/I	(Month/Day/Year)				_X_ Director		Owner		
C/O NETSUITE INC., 2955				05/18/2	05/18/2011				X Officer (give title Other (specif			
CAMPUS DRIVE, SUITE 100									below) below) President & CEO			
011111 00 211 (2, 00112 100									Flesidelli & CEO			
		(Street)		4. If Am	Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
				Filed(Mo	Filed(Month/Day/Year)				Applicable Line)			
05/20				05/20/2	/20/2011				_X_ Form filed by One Reporting Person			
SAN MATEO, CA 94403									Form filed by More than One Reporting Person			
			Person									
	(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secu	rities Acqui	ired, Disposed of,	or Beneficiall	ly Owned	
	1.Title of	2. Transaction Date (Month/Day/Year)	te 2A. Deen	2A. Deemed Execution Date, if		4. Securi	ties A	cquired (A)	5. Amount of	6.	7. Nature of	
	Security) Execution							Ownership Form:	Indirect	
	(Instr. 3)		any	Code (Instr. 3, 4 and 5)			5)	Beneficially	Beneficial			
			(Month/D	oay/Year)	(Instr. 8)	8)			Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)	
									Reported	(I)	(IIIsu. 4)	
							(A)		Transaction(s)	(Instr. 4)		
							or		(Instr. 3 and 4)	(1115121 1)		
	~				Code V	Amount	(D)	Price	,			
	Common	05/18/2011			$M_{(1)}$	5,000	A	\$ 5	1,124,343	D		
	Stock	00,10,2011				2,000		Ψ.	1,12 .,0 .0	_		
								\$				
	Common	05/18/2011			S(1)	4,500	D	34.4395	1,119,843	D		
	Stock	03/16/2011			3 <u>(4)</u>	4,500	D		1,119,043	D		
								(2)				
	Common	05/10/2014			G(1)	5 00	-	\$ 35.12	1 110 040	_		
	Stock	05/18/2011			S <u>(1)</u>	500	D	(3)	1,119,343	D		
								_				

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 (9-02)required to respond unless the form

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displays a currently valid OMB control

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. Transactic 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)		1 : (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 5	05/18/2011		M	5,000	<u>(4)</u>	12/30/2015	Common Stock	5,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 6	Director	10% Owner	Officer	Other			
NELSON ZACHARY							
C/O NETSUITE INC.	v		President				
2955 CAMPUS DRIVE, SUITE 100	X		& CEO				
SAN MATEO, CA 94403							

Signatures

/s/ Adriana Botto, by power of attorney 07/08/2011

**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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 11, 2010, and amended December 15, 2010.
- The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$34.10 to

 (2) \$34.08 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (3) The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$34.085 to \$35.15 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide

Reporting Owners 2

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full information regarding the number of shares sold at each separate price.

One-ninety-sixth (1/96th) of the original shares underlying this option vested on January 30, 2005, and the remainder vest in equal monthly installments over the 95 months thereafter.

Remarks:

This report on Form 4/A amends and replaces in its entirety the Form 4 filed by the Reporting Person on May 20, 2011. The p 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.