#### FORTINET INC

Form 4

## November 04, 2013 FORM 4

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

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Xie Michael Issuer Symbol FORTINET INC [FTNT] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_ Director 10% Owner X\_ Officer (give title \_ Other (specify C/O FORTINET, INC., 1090 KIFER 11/01/2013 below) **ROAD** VP, Engineering & CTO 6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

SUNNYVALE, CA 94086

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficial	ly 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)		sed of 4 and (A) or		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	11/01/2013		M(1)	1,042	A	\$ 0	6,629,042	D	
Common Stock	11/01/2013		F(2)	392	D	\$ 19.75	6,628,650	D	
Common Stock	11/04/2013		S(3)	650 (4)	D	\$ 19.9808 (5)	6,628,000	D	
Common Stock							1,465,657	I	See footnote (6)
							1,465,657	I	

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Common See Stock footnote See Common 3,068,686 footnote Stock (8)

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

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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. Transactio Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D	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	\$ 0 (9)	11/01/2013		M <u>(1)</u>	1,042	(10)	(10)	Common Stock	1,042	

# **Reporting Owners**

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

## **Signatures**

Units

/s/ John Whittle, by power of 11/04/2013 attorney \*\*Signature of Reporting Person Date

2 Reporting Owners

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## **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.
- 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 on this line 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.
- (3) The sales reported on this line were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 8, 2013.
- (4) Represents the aggregate of sales effected on the same day at different prices.
- Represents the weighted average sales price per share. The shares were sold at prices ranging from \$19.79 to \$20.08 per share. Full information 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.
- Shares held directly by the Michael Xie Grantor Retained Annuity Trust dated February 9, 2011, for which the Reporting Person serves as a trustee.
- (7) Shares held directly by the Danke Wu Grantor Retained Annuity Trust dated February 9, 2011, for which the Reporting Person serves as a trustee.
- (8) Shares held directly by the 2010 K.A. Family Trust dated May 3, 2010, for which the Reporting Person serves as a trustee.
- (9) Each RSU represents a contingent right to receive one share of the Issuer's common stock.
- 25% of the RSUs vest on August 1, 2013, then the remaining 75% of the RSUs vest in equal installments on each quarterly anniversary (10) 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.

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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