

HOAG JAY C
Form 4
August 01, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HOAG JAY C

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETFLIX INC [NFLX]

3. Date of Earliest Transaction (Month/Day/Year)
07/28/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/28/2011		M		490	A	\$ 101.99 490 D ⁽¹⁾
Common Stock	07/28/2011		M		466	A	\$ 107.29 956 D ⁽¹⁾
Common Stock	07/28/2011		M		456	A	\$ 109.66 1,412 D ⁽¹⁾
Common Stock	07/28/2011		M		491	A	\$ 101.88 1,903 D ⁽¹⁾
Common Stock	07/28/2011		M		371	A	\$ 134.91 2,274 D ⁽¹⁾

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Common Stock	07/28/2011		M	323	A	\$ 154.66	2,597	D ⁽¹⁾	
Common Stock	07/28/2011		M	299	A	\$ 167.67	2,896	D ⁽¹⁾	
Common Stock	07/28/2011		M	250	A	\$ 200.14	3,146	D ⁽¹⁾	
Common Stock	07/28/2011		M	280	A	\$ 178.41	3,426	D ⁽¹⁾	
Common Stock	07/28/2011		M	235	A	\$ 212.9	3,661	D ⁽¹⁾	
Common Stock	07/28/2011		M	244	A	\$ 204.63	3,905	D ⁽¹⁾	
Common Stock	07/28/2011		M	207	A	\$ 242.09	4,112	D ⁽¹⁾	
Common Stock	07/28/2011		M	211	A	\$ 237.19	4,323	D ⁽¹⁾	
Common Stock	07/28/2011		M	187	A	\$ 267.26	4,510	D ⁽¹⁾	
Common Stock	07/28/2011		S	4,510	D	\$ 267.8118 <u>(2)</u>	0	D ⁽¹⁾	
Common Stock							63,854	I	The Hoag Family Trust U/A/ DTD 08/02/1994 ⁽³⁾
Common Stock							12,396	I	Hamilton Investments Limited Partnership ⁽⁴⁾

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 101.99	07/28/2011	M		490		05/03/2010	05/03/2020	Common Stock	490
Non-Qualified Stock Option (right to buy)	\$ 107.29	07/28/2011	M		466		06/02/2010	06/02/2020	Common Stock	466
Non-Qualified Stock Option (right to buy)	\$ 109.66	07/28/2011	M		456		07/01/2010	07/01/2020	Common Stock	456
Non-Qualified Stock Option (right to buy)	\$ 101.88	07/28/2011	M		491		08/02/2010	08/02/2020	Common Stock	491
Non-Qualified Stock Option (right to buy)	\$ 134.91	07/28/2011	M		371		09/01/2010	09/01/2020	Common Stock	371
Non-Qualified Stock Option (right to buy)	\$ 154.66	07/28/2011	M		323		10/01/2010	10/01/2020	Common Stock	323
Non-Qualified Stock Option (right to buy)	\$ 167.67	07/28/2011	M		299		11/01/2010	11/01/2020	Common Stock	299
Non-Qualified Stock Option (right to buy)	\$ 200.14	07/28/2011	M		250		12/01/2010	12/01/2020	Common Stock	250
Non-Qualified Stock Option (right to buy)	\$ 178.41	07/28/2011	M		280		01/03/2011	01/03/2021	Common Stock	280
Non-Qualified Stock Option (right to buy)	\$ 212.9	07/28/2011	M		235		02/01/2011	02/01/2021	Common Stock	235
Non-Qualified Stock Option (right to buy)	\$ 204.63	07/28/2011	M		244		03/01/2011	03/01/2021	Common Stock	244
Non-Qualified	\$ 242.09	07/28/2011	M		207		04/01/2011	04/01/2021	Common	207

Stock Option (right to buy)									Stock	
Non-Qualified Stock Option (right to buy)	\$ 237.19	07/28/2011		M	211	05/01/2011	05/01/2021		Common Stock	211
Non-Qualified Stock Option (right to buy)	\$ 267.26	07/28/2011		M	187	06/01/2011	06/01/2021		Common Stock	187

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X			

Signatures

Frederic D. Fenton, Authorized signatory for Jay C.
Hoag 08/01/2011

**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) Jay C. Hoag ("Hoag") has the sole voting and dispositive power over these shares; however, TCMI, Inc. has a right to 100% of the pecuniary interest in such shares. Hoag is a stockholder and director of TCMI, Inc. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. This does not include shares held by The Hoag Family Trust U/A DTD 08/02/1994 and Hamilton Investments Limited Partnership, which are separately reported on this Form 4.
- (2) This transaction was executed in multiple trades at prices ranging from \$267.81 to \$267.82. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide, upon written request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) These shares are held by The Hoag Family Trust U/A DTD 08/02/1994. Hoag is a trustee of The Hoag Family Trust U/A DTD 08/02/1994. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (4) These shares are held by Hamilton Investments Limited Partnership. Hoag is the sole general partner and a limited partner of Hamilton Investments Limited Partnership. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (5) Not applicable.
- (6) Hoag has the sole voting and dispositive power over the options he holds directly; however, TCMI, Inc. has a right to 100% of the pecuniary interest in such options. Hoag is a stockholder and director of TCMI, Inc. Hoag disclaims beneficial ownership of such options and the shares he receives upon exercise of such options except to the extent of his pecuniary interest therein.

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.