

FARRINGTON DEBORAH A
Form 4
June 15, 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 *
FARRINGTON DEBORAH A

(Last) (First) (Middle)

C/O NETSUITE INC., 2955
CAMPUS DRIVE, SUITE 100

(Street)

SAN MATEO, CA 94403

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETSUITE INC [N]

3. Date of Earliest Transaction
(Month/Day/Year)
06/13/2012

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	06/13/2012		A		1,631 (1)	A	\$ 0
Common Stock					8,142	(2)	D
Common Stock					631,779	(3)	I
Common Stock					186		I
							See footnote (4)
							See footnote (5)

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

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number.

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	5. Number of Derivative Securities (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)	Amount or Number of Shares
Non-qualified Stock Option (right to buy)	\$ 45.99	06/13/2012		A	3,543	⁽⁶⁾ 06/13/2022	Common Stock	3,543

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARRINGTON DEBORAH A C/O NETSUITE INC. 2955 CAMPUS DRIVE, SUITE 100 SAN MATEO, CA 94403	X			

Signatures

/s/ Adriana Botto, by power of attorney
Date: 06/15/2012

**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).
- Shares represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of NetSuite Inc.
- (1) common stock. The restricted stock units vest in full on the earlier of (i) the date of the next annual stockholder meeting following the date of grant or (ii) December 31 of the calendar year following the calendar year in which the grant occurs.
 - (2) This total reflects the re-registration of 1,012 shares to StarVest Partners, L.P. (see footnote 3)
 - (3) Includes 1,012 shares that were released on June 13, 2012 as the result of vesting of 2,024 restricted stock units awarded to the Reporting Person on May 26, 2011. The re-registration of shares to StarVest Partners, L.P. is pursuant to the Management Agreement dated January 1, 2001 between StarVest Partners, L.P. and StarVest Management, Inc. No consideration was paid by StarVest Partners, L.P. in connection with the re-registration and there has been no change in the Reporting Person's pecuniary interest in the re-registered shares.
 - (4) Shares held directly by StarVest Partners, L.P. The Reporting Person is a Managing Member of StarVest Associates LLC, the General Partner of StarVest Partners, L.P. and disclaims beneficial ownership except to the extent of her pecuniary interest therein.

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Shares held directly by StarVest Management Inc., as Nominee for StarVest Partners Advisory Council Co-Investment Plan. The

(5) Reporting Person is President of StarVest Management, Inc. and disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.

(6) The option vests and becomes exercisable in twelve equal monthly installments beginning on July 13, 2012.

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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