TRIEBES KARL D Form 4

November 02, 2005

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

January 31, Expires: 2005 Estimated average

OMB APPROVAL

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Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TRIEBES KARL D			2. Issuer Name and Ticker or Trading Symbol F5 NETWORKS INC [FFIV]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(encon un apprioner)			
C/O F5 NETWORKS, INC., 401 ELLIOTT AVE. WEST		IC., 401	(Month/Day/Year) 11/01/2005	Director 10% Owner _X Officer (give title Other (specify below) SrVP Product Development & CTO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SEATTLE, WA 98119			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	11/01/2005		Code V A	Amount 2,500 (1)	(D)	Price \$ 0	2,500	D	
Common Stock	11/01/2005		S(2)	2,500	D	\$ 51.9859	0	D	
Common Stock	11/01/2005		M	37,500	A	\$ 22.81	37,500	D	
Common Stock	11/01/2005		S(2)	37,500	D	\$ 51.9859	0	D	

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number of		Date Exercisable and		7. Title and Amou	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Secur	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
	·				(Instr. 3, 4,				
					and 5)				
									۸
						Data	Evaluation		Am
						Date Exercisable	Expiration Date	Title	or Nu
				Code V	(A) (D)	Exercisable	Date		of S
				Code V	(A) (D)				01 5
Non-Qualified									
Stock Option	\$ 22.81	11/01/2005		M	37 500	08/16/2005	08/16/2014	Common	37
	ψ 22.01	11/01/2003		171	37,300	00/10/2003	00/10/2014	Stock	31
(right to buy)									

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TRIEBES KARL D C/O F5 NETWORKS, INC. 401 ELLIOTT AVE. WEST SEATTLE, WA 98119

SrVP Product Development & CTO

Signatures

/s/ Karl Triebes 11/02/2005

**Signature of 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) Shares received from vesting of the 8/1/2005 restricted stock unit grant.
- (2) Sale pursuant to the terms of a 10b5-1 trading plan.

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.

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