

Xie Michael  
Form 4  
June 08, 2011

**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 \*  
Xie Michael

2. Issuer Name and Ticker or Trading Symbol  
FORTINET INC [FTNT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O FORTINET, INC. 1090 KIFER ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
06/06/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
VP, Engineering & CTO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SUNNYVALE, CA 94086

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	06/06/2011		S <sup>(1)</sup>	20,000	D	\$ 23.8746 <sup>(2)</sup>	7,480,000 <sup>(3)</sup> <sup>(4)</sup> D
Common Stock	06/07/2011		S <sup>(1)</sup>	20,000	D	\$ 23.872 <sup>(5)</sup>	7,460,000 D
Common Stock						3,000,000 <sup>(6)</sup>	I See footnote <sup>(7)</sup>
Common Stock						3,000,000 <sup>(8)</sup>	I See footnote <sup>(9)</sup>

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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 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 (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)	8. F. Derivative Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 3.735 <u>(3) (10)</u>					<u>(11)</u> 02/07/2015	Common Stock	50,000 <u>(3) (10)</u>	
Employee Stock Option (right to buy)	\$ 3.735 <u>(3) (12)</u>					<u>(13)</u> 07/31/2015	Common Stock	250,000 <u>(3) (12)</u>	
Employee Stock Option (right to buy)	\$ 3.735 <u>(3) (14)</u>					<u>(15)</u> 01/28/2016	Common Stock	200,000 <u>(3) (14)</u>	
Employee Stock Option (right to buy)	\$ 8.43 <u>(3)</u> <u>(16)</u>					<u>(17)</u> 02/10/2017	Common Stock	50,000 <u>(3) (16)</u>	
Employee Stock Option (right to buy)	\$ 20.235 <u>(3) (18)</u>					<u>(19)</u> 02/08/2018	Common Stock	100,000 <u>(3) (18)</u>	



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- (17) One-fourth of the shares subject to the option vested on February 10, 2011 and one forty-eighth of the shares shall vest monthly thereafter.
- (18) This option was previously reported as covering 50,000 shares at an exercise price of \$40.47 per share, but was adjusted to reflect the Stock Split.
- (19) One-fourth of the shares subject to the option vest on February 8, 2012 and one forty-eighth of the shares shall vest monthly thereafter.

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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