

F5 NETWORKS INC
Form 4
June 07, 2002

FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[] Check this box if no
longer subject to
Section 16. Form 4
or Form 5 obligations
may continue. See
Instruction 1(b).

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(f) of the Investment Company
Act of 1940

1. Name and Address of Reporting Person* Reiter Joann M.	2. Issuer Name and Ticker or Trading Symbol F5 Networks, Inc. (ffiv)	6.
(Last) (First) (Middle)	3. IRS or Social Security Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Year May 2002
c/o F5 Networks, Inc. 401 Elliott Avenue West		5. If Amendment, Date of Original (Month/Year)
(Street) Seattle WA 98119		7.
(City) (State) (Zip)		

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL OWNERSHIP

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		5. Amount of Securities Beneficial Owned at End of Mo (Instr. 3)
			Code	V Amount (A) or (D) Price	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the registrant.
 *If the form is filed by more than one reporting person, see Instruction 4 (b) (v).

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.

(Print or Type Responses)

FORM 4 (CONTINUED) 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)	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.
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			Code	V	(A)	(D)	Date	Expira- tion Date
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Non-Qualified Stock Option (right to buy) (1)	\$11.12	5/6/02	A		50,000		6/6/02	5/6/12
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9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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50,000	D	
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Explanation of Responses:

(1) Options vest monthly over a 2 year period.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space is insufficient, see Instruction 6 for procedure.

/S/ Joann Re

**Signature of

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