Rodriguez John Edward Form 3/A October 27, 2005

## FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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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)

Common Stock

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement F5 NETWORKS INC [FFIV] A Rodriguez John Edward (Month/Day/Year) 10/25/2005 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O F5 NETWORKS. 10/27/2005 (Check all applicable) INC., 401 ELLIOTT AVE. **WEST** 10% Owner Director \_X\_\_ Officer (Street) Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) Sr.VP, Chief Accounting Officer \_X\_ Form filed by One Reporting Person SEATTLE. WAÂ 98119 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect

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

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

(I) (Instr. 5)

D

SEC 1473 (7-02)

Â

3. Title and Amount of 5. 6. Nature of 1. Title of Derivative Security 2. Date Exercisable and 4. **Expiration Date** Securities Underlying Ownership Indirect Beneficial (Instr. 4) Conversion (Month/Day/Year) Derivative Security or Exercise Form of Ownership (Instr. 4) Price of Derivative (Instr. 5) Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units (1)	01/01/2006(2)	07/01/2015	Common Stock	13,125 (3)	\$ 0	D	Â
Restricted Stock Units (1)	10/01/2006(4)	09/30/2015	Common Stock	5,000 (3)	\$ 0	D	Â
Non-Qualified Stock Options (right to buy)	09/17/2002(5)	09/17/2011	Common Stock	2,917 <u>(6)</u>	\$ 13.5	D	Â
Non-Qualified Stock Options (right to buy)	08/18/2003(7)	07/18/2013	Common Stock	834 (6)	\$ 17.16	D	Â

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
Rodriguez John Edward						
C/O F5 NETWORKS, INC.	â	â	Sr.VP,Chief Accounting Officer	â		
401 ELLIOTT AVE. WEST	А	А	A SI.VF, Chief Accounting Officer	A		
SEATTLE, WA 98119						

#### **Signatures**

/s/ John Edward
Rodriguez

\*\*Signature of Reporting
Person

Date

#### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Right to receive shares of F5 Networks, Inc. common stock on the vest date.
- (2) 15,000 RSUs were granted on 7/1/2005. The RSUs vest quarterly over a 2 year period from the date of grant. 1/1/2006 is the first vest date for the outstanding RSUs.
- (3) Indicates the number of RSUs outstanding as of October 25, 2005.
- (4) 1/8 of these RSUs will vest on October 1, 2006, with the remainder vesting 1/8 on the first day of the subsequent seven quarters.
- (5) Options vest 25% one year following the date of grant and the remaining 75% vest monthly over the following three year period.
- (6) Indicates the number of options outstanding as of October 25, 2005.
- (7) Options vested in equal monthly increments over the two year period following the date of grant.

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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