Edgar Filing: MCGUIGAN STUART M - Form 4

| MCGUIGAN | I STUART M | | | | | | | | | | | | |
|---|---|---|-------|--|------|--------------|---|----------------|---|--|-----------|--|--|
| Form 4 | | | | | | | | | | | | | |
| September 09 | 9, 2011 | | | | | | | | | | | | |
| | FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | 3235-0287 | | | | |
| subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | Expires: Estimated burden hou response | urs per | | | | | |
| (Print or Type R | (esponses) | | | | | | | | | | | | |
| MCGUIGAN STUART M Symbol | | | | Name and Ticker or Trading OUT SYSTEMS INC | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| | | | | of Earliest Transaction Day/Year) 2011 | | | | | X_ Director10% Owner Officer (give titleOther (specify below) | | | | |
| | | | | ndment, Date Original th/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | |
| WESTFORI | D, MA 01886 | | | | | | | | Person | Nore than One R | eporting | | |
| (City) | (State) | (Zip) | Table | e I - Non | ı-De | erivative S | Securi | ties Ac | quired, Disposed o | f, or Beneficia | lly Owned | | |
| 1.Title of Security (Instr. 3) | | ransaction Date 2A. Deemed nth/Day/Year) Execution Date, if any (Month/Day/Year) | | | | | | or 1) 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) | - | | |
| Common Stock | 09/07/2011 | | | М | | 3,448 (1) | А | <u>(2)</u> | 26,240 | D | | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: MCGUIGAN STUART M - Form 4

| 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. Transactic Code (Instr. 8) | 5. Number of orDerivative 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) | |
|---|---|---|---|--|---|-------|--|--------------------|---|--|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit | <u>(2)</u> | 09/07/2011 | | М | | 3,448 | 09/07/2011 | (3) | Common Stock | 3,448 |
| Restricted Stock Unit | (2) | 09/07/2011 | | А | 5,774 | | <u>(4)</u> | (3) | Common Stock | 5,774 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|------------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| MCGUIGAN STUART M C/O NETSCOUT SYSTEMS, INC. 310 LITTLETON ROAD WESTFORD, MA 01886 | Х | | | | | | | |
| Signatures | | | | | | | | |
| By: /s/ Deborah Asinas, Attorney-in-Fact | | 09/09/2011 | | | | | | |
| **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).
- (1) The shares of Common Stock were acquired upon the vesting of certain Restricted Stock Units previously granted to the reporting person.
- (2) Price is N/A.
- (3) Date is N/A.

All of the Restricted Stock Units vest on the date of the Company's Annual Meeting to occur in 2012, provided that during the period from the date of grant through the date of such Annual Meeting, the reporting person attends at least 75% of the meetings, collectively, of

(4) Infinite date of grant through the date of such Annual Meeting, the reporting person attends at least 75% of the meetings, concervery, of the Board and any committee of the Board of which the reporting person is a member. In the event that the attendance requirements are not met, the Restricted Stock Units will not become vested until 9/7/2014.

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.