

Yonce Donald
Form 4
December 21, 2012

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 *
Yonce Donald

2. Issuer Name and Ticker or Trading Symbol
SolarWinds, Inc. [SWI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
32 STONEBRIAR WAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2012

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

FRISCO, TX 75034
(City) (State) (Zip)

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

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)
Common Stock	12/19/2012		S	16,344 D	\$ 54.5231 (1) 4,305,684	I	By LP (2)
Common Stock	12/19/2012		S	1,000 D	\$ 55.267 4,304,684	I	By LP (2)
Common Stock	12/20/2012		S	13,230 D	\$ 54.0687 (3) 4,291,454	I	By LP (2)
Common Stock	12/21/2012		X	200,000 D	\$ 52 4,091,454	I	By LP (2)
Common Stock	12/19/2012		S	65,374 D	\$ 6,649,322	I	By

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Stock					54,523	1			GRAT ⁽⁴⁾
					<u>(1)</u>				
Common Stock	12/19/2012		S	4,000	D	\$ 55.267	6,645,322	I	By GRAT ⁽⁴⁾
Common Stock	12/20/2012		S	52,921	D	\$ 54.0687	6,592,401	I	By GRAT ⁽⁴⁾
						<u>(3)</u>			
Common Stock	12/21/2012		X	800,000	D	\$ 52	5,792,401	I	By GRAT ⁽⁴⁾

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Call Options (obligation to sell)	\$ 52	12/21/2012		X	8,000	12/21/2012	12/21/2012	Common Stock	800,000
Call Options (obligation to sell)	\$ 52	12/21/2012		X	2,000	12/21/2012	12/21/2012	Common Stock	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yonce Donald 32 STONEBRIAR WAY FRISCO, TX 75034		X		

Signatures

/s/ Bryan A. Sims, Attorney-In-Fact for Donald C.
Yonce

12/21/2012

__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) This transaction was executed in multiple trades at prices ranging from \$54.25 to \$55.12, inclusive. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold and each separate price within the ranges set forth in the footnotes of this form.

(2) Securities are held by Atlantis SolarWinds, LP. Atlantis SolarWinds, LLC is the general partner of Atlantis SolarWinds, LP. The Donald Yonce Family Trust is the sole member of Atlantis SolarWinds, LLC. Mr. Yonce is the trustee of the Donald Yonce Family Trust and, by virtue of this relationship, retains a pecuniary interest in the shares held by Atlantis SolarWinds, L.P.

(3) This transaction was executed in multiple trades at prices ranging from \$54.00 to \$54.36, inclusive. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold and each separate price within the ranges set forth in the footnotes of this form.

(4) Securities are held by the Donald Yonce 2007 Trust, which is a grantor retained annuity trust. Donald C. Yonce is the trustee of the Donald Yonce 2007 Trust and retains a pecuniary interest in the securities held by the Donald Yonce 2007 Trust.

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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