

NETSUITE INC
Form 4
May 21, 2009

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 *
FARRINGTON DEBORAH A

(Last) (First) (Middle)

C/O NETSUITE INC., 2955
CAMPUS DRIVE, SUITE 100

(Street)

SAN MATEO, CA 94403

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETSUITE INC [N]

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
Common Stock	05/19/2009		A	(A) 4,238 (1)	\$ 0 6,008 (2)	D	
Common Stock					2,597,538 (3)	I	See footnote (4)
Common Stock					186	I	See footnote (5)

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

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number.

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 Security (Instr. 3 and 4)
Non-qualified Stock Option (right to buy)	\$ 11.8	05/19/2009		A	6,756	08/19/2009 ⁽⁶⁾ 05/19/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FARRINGTON DEBORAH A
C/O NETSUITE INC., 2955 CAMPUS DRIVE
SUITE 100
SAN MATEO, CA 94403

X

Signatures

/s/ Douglas P. Solomon, by power of attorney

05/21/2009

**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 restricted stock units vest in full on the earlier of (i) the date of the next annual meeting following the date of grant or (ii) December 31 of the calendar year following the calendar year in which the grant occurs.
- (2) Excludes 1,770 shares previously held directly by the reporting person of which 641 shares were re-registered on February 6, 2009 and 1,129 shares were re-registered on May 19, 2009 and are now indirectly held by StarVest Partners, L.P.
- (3) Includes 1,770 shares previously held directly by the reporting person of which 641 shares were re-registered on February 6, 2009 and 1,129 shares were re-registered on May 19, 2009 and are now indirectly held by StarVest Partners, L.P.
- (4) Shares held directly by StarVest Partners, L.P. The reporting person is a General Partner of StarVest Partners, L.P. and disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
- (5) Shares held directly by StarVest Management, Inc., as Nominee for StarVest Partners Advisory Council Co-Investment Plan. The reporting person is President of StarVest Management, Inc. and disclaims beneficial ownership of the reported securities except to the

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extent of her pecuniary interest therein.

(6) The option becomes exercisable in four equal quarterly installments beginning on August 19, 2009.

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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