NETSUITE INC

Form 4

September 17, 2014

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

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OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Goldberg Evan	2. Issuer Name and Ticker or Trading Symbol NETSUITE INC [N]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check an applicable)			
C/O NETSUITE INC., 2955 CAMPUS DRIVE, SUITE 100	(Month/Day/Year) 09/15/2014	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) CTO & Chairman of the Board			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SAN MATEO, CA 94403	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securitie Transaction Disposed Code (Instr. 3, 4 a) (Instr. 8) Code V Amount			(D)	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							57,393	D	
Common Stock	09/15/2014		S <u>(1)</u>	12,600	D	\$ 84.7021 (2)	2,482,937	I	See footnote (3)
Common Stock	09/15/2014		S <u>(1)</u>	6,500	D	\$ 85.2024 (2)	2,476,437	I	See footnote (3)
Common Stock	09/15/2014		S <u>(1)</u>	400	D	\$ 86.3575 (2)	2,476,037	I	See footnote (3)

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Common Stock O9/15/2014 O9/

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transacti Code (Instr. 8)	5. onNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	7. Title Amour Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Goldberg Evan C/O NETSUITE INC.

2955 CAMPUS DRIVE, SUITE 100 X CTO & Chairman of the Board

SAN MATEO, CA 94403

Signatures

/s/ Adriana Botto, by power of attorney 09/17/2014

**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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 7, 2013, as amended February 11, 2014.

(2)

Reporting Owners 2

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The sale prices reported in column 4 of Table 1 represent the weighted average sale price of the shares sold ranging from \$84.46 to \$84.99, \$85.00 to \$85.81, \$86.08 to \$86.97, and \$87.24 to \$87.53 per share, respectively. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(3) Shares held directly by The Evan and Cynthia Goldberg Revocable Trust (the "Trust"). The Reporting Person is a Trustee of the Trust. 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.