

NETWORK APPLIANCE INC
Form DEF 14A
July 25, 2007

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement Soliciting Material Under Rule 14a-12
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials

Network Appliance, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
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1) Amount previously paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

NETWORK APPLIANCE, INC.

**495 East Java Drive
Sunnyvale, CA 94089**

Dear Network Appliance Stockholder:

Network Appliance, Inc., a Delaware corporation, will be holding our Annual Meeting of Stockholders on September 19, 2007, at 11:00 a.m., local time. The meeting will be held at our company headquarters located at 495 East Java Drive, Sunnyvale, California, 94089. At the meeting, you will be asked to consider and vote upon the following proposals:

1. To elect the following individuals to serve as members of the Board of the Directors for the ensuing year or until their respective successors are duly elected and qualified: Daniel J. Warmenhoven, Donald T. Valentine, Jeffrey R. Allen, Carol A. Bartz, Alan L. Earhart, Edward Kozel, Mark Leslie, Nicholas G. Moore, George T. Shaheen, and Robert T. Wall;

2. To approve an amendment to the 1999 Stock Option Plan (1999 Plan) to:

- extend the term of the 1999 Plan for a period of 10 years,
- increase the limitation on the percentage of stock issuance and performance share awards or performance unit awards that may be granted under the 1999 Plan from 10% to 30% of the shares reserved,
- increase the limit on the initial value of performance units a participant may receive during any calendar year under the 1999 Plan from \$1,000,000 to \$2,000,000; and
- decrease the maximum term of options and stock appreciation rights granted under the 1999 Plan from 10 years to seven years;

3. To approve an amendment to our 1999 Plan to increase the share reserve by an additional 7,200,000 shares of common stock;

4. To approve an amendment to our Employee Stock Purchase Plan (Purchase Plan) to increase the share reserve under the Purchase Plan by an additional 1,600,000 shares of common stock;

5. To approve our Executive Compensation Plan to enable incentive compensation under such plan to qualify as deductible [performance based compensation] within the meaning of Section 162(m) of the Internal Revenue Code;

6. To ratify the appointment of Deloitte & Touche LLP as our independent auditors of the Company for the fiscal year ending April 25, 2008.

After careful consideration, our Board of Directors has unanimously approved the proposals and recommends that you vote FOR each of the proposals. Details of the proposals and business to be conducted at the meeting can be found in the enclosed Proxy Statement. Of particular importance this year is the request for an increase in the share reserve under our 1999 Plan in Proposal No. 3 for 7,200,000 shares of common stock.

We continue to capture market share and to grow significantly faster than the competition. We intend to continue our strong track record of being a growth company and plan to take advantage of opportunities to generate future growth. In order to achieve our long term strategic goals, it is crucial to hire additional qualified employees. We request your support in amending the 1999 Plan in order to drive future growth and development of Network

Appliance by attracting and retaining high-quality candidates. We strongly believe that the amendments to the 1999 Plan are essential for us to compete for talent in the highly competitive labor markets in which we operate. In fiscal 2007, we added approximately 1,660 employees, a 33% increase, and approximately 50% of the gross stock grants went to new hires. Stock grants also remain an important incentive to retaining and motivating key employees who we view as our most valuable assets. Your support of these proposals is key to our success and allows us to plan for additional growth in 2008 and beyond. Thank you for your consideration and support.

Pursuant to new rules promulgated by the Securities and Exchange Commission (the SEC), we have elected to provide access to our proxy materials over the Internet. Accordingly, the Company will mail, on or about August 1, 2007, a Notice of Internet Availability of Proxy Materials to its stockholders of record and beneficial owners at the close of business on July 23, 2007. On the date of mailing of the Notice of Internet Availability of Proxy Materials, all stockholders and beneficial owners will have the ability to access all of the proxy materials on a Web site referred to in the Notice of Internet Availability of Proxy Materials. These proxy materials will be available free of charge.

The Notice of Internet Availability of Proxy Materials will identify the Web site where the proxy materials will be made available; the date, the time and location of the Annual Meeting; the matters to be acted upon at the meeting and the Board of Directors' recommendation with regard to each matter; a toll-free telephone number, an e-mail address, and a Web site where stockholders can request a paper or e-mail copy of the proxy statement, our Annual Report to stockholders and a form of proxy relating to the Annual Meeting; information on how to access the form of proxy; and information on how to obtain directions to attend the meeting and vote in person.

Your vote is extremely important. We appreciate your taking the time to vote promptly. After reading the Proxy Statement, please vote, at your earliest convenience by telephone or Internet, or request a proxy card to complete, sign and return by mail. If you decide to attend the Annual Meeting and would prefer to vote by ballot, your proxy will be revoked automatically and only your vote at the Annual Meeting will be counted. **YOUR SHARES CANNOT BE VOTED UNLESS YOU VOTE (i) BY TELEPHONE, (ii) BY INTERNET; OR (iii) REQUEST A PAPER PROXY CARD, TO COMPLETE, SIGN AND RETURN BY MAIL, OR (iv) ATTEND THE ANNUAL MEETING AND VOTE IN PERSON.**

Thank you for your participation in this important activity.

Sincerely yours,
Daniel J. Warmenhoven
Chief Executive Officer

Sunnyvale, California
July 25, 2007

YOUR VOTE IS EXTREMELY IMPORTANT

Please vote by telephone or Internet, or request a paper proxy card to complete, sign and return by mail so that your shares may be voted.

NETWORK APPLIANCE, INC.

**495 East Java Drive
Sunnyvale, CA 94089**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held September 19, 2007**

TO OUR STOCKHOLDERS:

The Annual Meeting of Stockholders (Annual Meeting) of Network Appliance, Inc., a Delaware corporation (Network Appliance or the Company), will be held on September 19, 2007, at 11:00 a.m. local time, at the Company's headquarters, 495 East Java Drive, Sunnyvale, California 94089, for the following purposes:

1. To elect the following individuals to serve as members of the Board of the Directors for the ensuing year or until their respective successors are duly elected and qualified: Daniel J. Warmenhoven, Donald T. Valentine, Jeffrey R. Allen, Carol A. Bartz, Alan L. Earhart, Edward Kozel, Mark Leslie, Nicholas G. Moore, George T. Shaheen, and Robert T. Wall;

2. To approve an amendment to the Company's 1999 Stock Option Plan (1999 Plan) to:

- extend the term of the 1999 Plan for a period of 10 years,
- increase the limitation on the percentage of stock issuance and performance share awards or performance unit awards that may be granted under the 1999 Plan from 10% to 30% of the shares reserved,
- increase the limit on the initial value of performance units a participant may receive during any calendar year under the 1999 Plan from \$1,000,000 to \$2,000,000; and
- decrease the maximum term of options and stock appreciation rights granted under the 1999 Plan from 10 years to seven years;

3. To approve an amendment to the Company's 1999 Plan to increase the share reserve by an additional 7,200,000 shares of common stock;

4. To approve an amendment to the Company's Employee Stock Purchase Plan (Purchase Plan) to increase the share reserve by an additional 1,600,000 shares of common stock;

5. To approve the Company's Executive Compensation Plan to enable incentive compensation under such plan to qualify as deductible "performance based compensation" within the meaning of Section 162(m) of the Internal Revenue Code;

6. To ratify the appointment of Deloitte & Touche LLP as independent auditors of the Company for the fiscal year ending April 25, 2008.

The foregoing items of business are more fully described in the Proxy Statement that accompanies this Notice.

Stockholders of record at the close of business on July 23, 2007, are entitled to Notice of Internet Availability of Proxy Materials and to vote at the Annual Meeting and at any adjournment or postponement thereof.

To assure your representation at the Annual Meeting, you are urged to cast your vote, as instructed in the Notice of Internet Availability of Proxy Materials, over the Internet or by telephone as promptly as possible. You may also request a paper proxy card to submit your vote by mail, if you prefer. Any stockholder of record attending the Annual Meeting may vote in person, even if she or he has voted over the Internet, by telephone or returned a completed proxy card.

Thank you for your participation.

BY ORDER OF THE BOARD OF DIRECTORS,
Daniel J. Warmenhoven
Chief Executive Officer

Sunnyvale, California
July 25, 2007

YOUR VOTE IS EXTREMELY IMPORTANT. TO ENSURE YOUR REPRESENTATION AT THE ANNUAL MEETING, YOU ARE URGED TO VOTE BY TELEPHONE OR INTERNET AS PROMPTLY AS POSSIBLE. ALTERNATIVELY, YOU MAY REQUEST A PAPER PROXY CARD, WHICH YOU MAY COMPLETE, SIGN AND RETURN BY MAIL.

PROXY STATEMENT

FOR THE ANNUAL MEETING OF STOCKHOLDERS OF NETWORK APPLIANCE, INC. To Be Held September 19, 2007

General

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors (the Board or Board of Directors) of the Company, of proxies to be voted at the Annual Meeting of Stockholders (the Annual Meeting) to be held on September 19, 2007, or at any adjournment or postponement thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. Stockholders of record on July 23, 2007, will be entitled to vote at the Annual Meeting. The Annual Meeting will be held at 11:00 a.m. local time at the Company's headquarters, 495 East Java Drive, Sunnyvale, California 94089.

In accordance with rules and regulations recently adopted by the SEC, instead of mailing a printed copy of our proxy materials to each stockholder of record, we are now furnishing proxy materials to our stockholders on the Internet. If you received a Notice of Internet Availability of Proxy Materials by mail, you will not receive a printed copy of the proxy materials. Instead, the Notice of Internet Availability of Proxy Materials will instruct you as to how you may access and review all of the important information contained in the proxy materials. The Notice of Internet Availability of Proxy Materials also instructs you as to how you may submit your proxy on the Internet. If you received a Notice of Internet Availability of Proxy Materials by mail and would like to receive a printed copy of our proxy materials you should follow the instructions for requesting such materials included in the Notice of Internet Availability of Proxy Materials.

It is anticipated that the Notice of Internet Availability of Proxy Materials will be available to stockholders on or about August 1, 2007.

Record Date and Shares Outstanding

The close of business on July 23, 2007, was the record date for stockholders entitled to Notice of Internet Availability of Proxy Materials and to vote at the Annual Meeting and any adjournments or postponements thereof. At the record date, the Company had approximately 363,250,036 shares of its common stock outstanding and entitled to vote at the Annual Meeting and approximately 1,197 registered stockholders. No shares of the Company's preferred stock were outstanding. Holders of common stock are entitled to one vote for each share of common stock held by such stockholder on July 23, 2007.

Abstentions and Broker Nonvotes

While there is no definitive statutory or case law authority in Delaware as to the proper treatment of abstentions, the Company believes that abstentions should be counted for purposes of determining both (i) the presence or absence of a quorum for the transaction of business and (ii) the total number of shares entitled to vote in person or by proxy at the Annual Meeting (Votes Cast) with respect to a proposal (other than the election of directors). In the absence of controlling precedent to the contrary, the Company intends to treat abstentions in this manner. Accordingly, with the exception of the proposal for the election of directors, abstentions will have the same effect as a vote against the proposal. Because directors are elected by a plurality vote, abstentions in the election of directors have no impact on the election of Directors once a quorum exists.

Broker nonvotes (i.e., votes from shares held of record by brokers as to which the beneficial owners have given no voting instructions) will be counted for purposes of determining the presence or absence of a quorum for the transaction of business, but will not be counted for purposes of determining the number of Votes Cast with respect to the particular proposal on which the broker has expressly not voted. Accordingly, broker nonvotes will not affect the

outcome of the voting on a proposal that requires a majority of the Votes Cast (such as the approval of an amendment to an option plan). Thus, a broker nonvote will make a quorum more readily attainable, but the broker nonvote will not otherwise affect the outcome of the vote on a proposal.

If your shares are held in street name and you do not instruct your broker on how to vote your shares, your brokerage firm, in its discretion, may either leave your shares unvoted or vote your shares on routine matters. The election of directors (Proposal No. 1) and the proposal to ratify the appointment of our independent registered public accounting firm for the current fiscal year (Proposal No. 6) should be treated as routine matters. To the extent your brokerage firm votes your shares on your behalf on these two proposals, your shares also will be counted as present for the purpose of determining a quorum. The proposals to approve the Proposal Nos. 2, 3, 4 and 5 are not considered routine matters and, consequently, without your voting instructions, your brokerage firm cannot vote your shares.

Methods of Voting

Stockholders may vote by proxy. The Company is offering stockholders of record four methods of voting: (1) You may vote by telephone; (2) You may vote over the Internet; (3) You may vote in person at the Annual Meeting, and (4) Finally, you may request a proxy card from us, and indicate your vote by completing, signing and dating the card where indicated and by mailing or otherwise returning the card in the enclosed prepaid envelope. Each stockholder is entitled to one vote for each share of common stock on all matters presented at the Annual Meeting. Stockholders do not have the right to cumulate their votes for the election of directors.

If a proxy card is voted by telephone or Internet or signed and returned by mail, without choices specified, in the absence of contrary instructions, subject to Rule 14a-4(d)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the shares of common stock represented by such proxy will be voted FOR Proposals 1, 2, 3, 4, 5, and 6 will be voted in the proxy holders' discretion as to other matters that may properly come before the Annual Meeting.

Votes Required for Proposals

For Proposal No. 1, the 10 director nominees receiving the highest number of affirmative votes will be elected. Approval of each of Proposal Nos. 2, 3, 4, 5, and 6 requires the affirmative vote of a majority of the number of Votes Cast. Votes will be tabulated by a representative of Broadridge, the independent inspector of elections appointed for the meeting, who will separately tabulate affirmative and negative votes, abstentions and broker nonvotes. Voting results will be published in the Company's Quarterly Report on Form 10-Q for the second fiscal quarter of 2008, which will be filed with the SEC. All votes will be tabulated by the inspector of elections appointed for the Annual Meeting, who will separately tabulate affirmative and negative votes, abstentions and broker nonvotes.

Revocability of Proxies

Any stockholder giving a proxy has the power to revoke it at any time before its exercise. You may revoke or change your proxy by filing with the Secretary of the Company an instrument of revocation or a duly executed proxy bearing a later date, or by attending the Annual Meeting and voting in person.

Quorum Requirement

A majority of the shares of common stock issued and outstanding and entitled to vote, in person or by proxy, constitutes a quorum for the transaction of business at the Annual Meeting.

Solicitation of Proxies

The Company will bear the cost of soliciting proxies. Copies of solicitation material will be made available upon request to brokerage houses, fiduciaries, and custodians holding shares in their names that are beneficially owned by others to forward to such beneficial owners. The Company may reimburse such persons for their costs of forwarding the solicitation material to such beneficial owners. The original solicitation of proxies may be supplemented by solicitation by telephone, electronic communication, or other means by directors, officers, employees, or agents of

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the Company. No additional compensation will be paid to these individuals for any such services. The Company may retain a proxy solicitor to assist in the solicitation of proxies, for which the Company will pay an estimated fee of \$10,000 plus reimbursement of expenses.

Annual Report

The Notice of Annual Meeting, this Proxy Statement and the Annual Report of the Company for the fiscal year ended April 27, 2007 have been made available to all stockholders entitled to Notice of Internet Availability of Proxy Materials and to vote at the Annual Meeting. The Annual Report is not incorporated into this Proxy Statement and is not considered proxy-soliciting material. The Annual Report is posted at the following Web site address: <http://investors.netapp.com/>

Stockholder Proposals

The Company's stockholders may submit proposals that they believe should be voted upon at the Company's next year's annual meeting of stockholders. Stockholders may also recommend candidates for election to our Board of Directors (See *Corporate Governance and Nominating/Corporate Governance Committee*). Pursuant to Rule 14a-8 under the Exchange Act, some stockholder proposals may be eligible for inclusion in our 2008 proxy statement. Any such stockholder proposals must be submitted in writing to the attention of the Corporate Secretary, Network Appliance, Inc., 495 East Java Drive, Sunnyvale, California 94089, no later than April 4, 2008, which is the date 120 calendar days prior to the anniversary of the mailing date of the Notice of Internet Availability. Stockholders interested in submitting such a proposal are advised to contact knowledgeable legal counsel with regard to the detailed requirements of applicable securities laws. The submission of a stockholder proposal does not guarantee that it will be included in our 2008 proxy statement.

If a stockholder gives notice of a proposal or a nomination after such deadline, the notice will not be considered timely, and the stockholder will not be permitted to present the proposal or the nomination to the stockholders for a vote at the meeting.

PROPOSAL NO. 1:

ELECTION OF DIRECTORS

At the Annual Meeting, 10 directors constituting the entire Board are to be elected to serve until the next Annual Meeting of Stockholders or until a successor for such director is elected and qualified, or until the death, resignation or removal of such director. It is intended that the proxies will be voted for the 10 nominees named below for election to the Company's Board unless authority to vote for any such nominee is withheld. There are 10

nominees, each of whom is currently a director of the Company. All of the current directors were elected to the Board by the stockholders at the last Annual Meeting. Each person nominated for election has agreed to serve if elected, and the Board has no reason to believe that any nominee will be unavailable or will decline to serve. In the event, however, that any nominee is unable or declines to serve as a director at the time of the Annual Meeting, the proxies will be voted for any nominee who is designated by the current Board to fill the vacancy. Unless otherwise instructed, the proxy holders will vote the proxies received by them for the nominees named below. The 10 nominees receiving the highest number of affirmative votes of the shares entitled to vote at the Annual Meeting will be elected directors of the Company. The proxies solicited by this Proxy Statement may not be voted for more than 10 nominees. The Nominating/Corporate Governance Committee recommended the new nominees and inclusion of such nominees in this Proxy Statement was approved at a meeting of the Board.

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Nominees

The nominees for directors of the Company, and their ages as of May 25, 2007, are as follows:

Name	Age	Position
Daniel J. Warmenhoven	56	Chief Executive Officer and Director
Donald T. Valentine*	74	Chairman of the Board, Director
Jeffrey R. Allen	55	Director
Carol A. Bartz*	58	Director
Alan L. Earhart*	63	Director
Edward Kozel*	51	Director
Mark Leslie*	61	Director
Nicholas G. Moore*	65	Director
George T. Shaheen*	62	Director
Robert T. Wall*	61	Director

* Independent Directors.

The members of the committees are identified in the following table:

Director	Audit	Investment	Compensation	Nominating/Corporate Governance
Daniel J. Warmenhoven				
Donald T. Valentine				Chair
Jeffrey R. Allen		Chair		
Carol A. Bartz			Chair	X
Alan L. Earhart	X	X		
Edward Kozel		X	X	
Mark Leslie		X		
Nicholas G. Moore	Chair			X
George T. Shaheen	X			
Robert T. Wall		X	X	

DANIEL J. WARMENHOVEN joined the Company in October 1994 as President and Chief Executive Officer and has been a member of the Board since October 1994. In May 2000, he resigned the role of President and currently serves as Chief Executive Officer and as a member of the Board of Directors of Network Appliance, Inc. Prior to joining the Company, Mr. Warmenhoven served in various capacities, including President, Chief Executive Officer and Chairman of the Board of Directors of Network Equipment Technologies, Inc., a telecommunications company, from November 1989 to January 1994. Prior to his work with Network Equipment Technologies, Mr. Warmenhoven held executive and managerial positions at Hewlett-Packard from 1985 to 1989

and IBM Corporation from 1972 to 1985. Mr. Warmenhoven is a Director of Aruba Networks. Mr. Warmenhoven holds a BS degree in electrical engineering from Princeton University.

DONALD T. VALENTINE has been a member of the Board and Chairman of the Board since September 1994. Mr. Valentine has been a general partner of Sequoia Capital, a venture capital firm, since 1972. He is also a Director on the Board of Directors of Traiana. Mr. Valentine holds a B.A. degree from Fordham University.

JEFFRY R. ALLEN has been a member of the Board since May 2005. Prior to his role on the Board, Mr. Allen was the Executive Vice President of Business Operations at the Company. Mr. Allen joined the company in 1996 as the Chief Financial Officer and Vice President of Finance and Operations. Before coming to the Company, Mr. Allen served as Senior Vice President of Operations for Bay Networks, where he was responsible for manufacturing and distribution functions. From 1990 to 1995, he held the position of Controller for SynOptics Communications and became Vice President and Controller for Bay Networks, the new company created via the merger of SynOptics

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and Wellfleet Communications. Previously, Mr. Allen had a 17-year career at Hewlett-Packard Company, where he served in a variety of financial, information systems, and financial management positions, including controller for the Information Networks Group. Mr. Allen holds a BS degree from San Diego State University.

CAROL A. BARTZ has been a member of the Board since September 1995. From April 1992 to May 2006, Ms. Bartz served as Chief Executive Officer of Autodesk, Inc., a design software company. Ms. Bartz became Executive Chairman of the Board of Directors of Autodesk, Inc. in May 2006. Prior to that, Ms. Bartz was with Sun Microsystems, Inc. from September 1983 to April 1992, most recently as Vice President of Worldwide Field Operations. In addition, Ms. Bartz also currently serves on the Board of Directors of Cisco Systems, Inc. Ms. Bartz received a BA degree in computer science from the University of Wisconsin.

ALAN L. EARHART has been a member of the Board since December 2004. Mr. Earhart has more than three decades of financial and accounting expertise that includes close involvement with many technology companies, including Cisco Systems, Legato, Varian and Polycm. A former PricewaterhouseCoopers office managing partner, Mr. Earhart began his career as a certified public accountant in 1970 with Coopers & Lybrand's San Francisco office. He rose through the company to become regional managing partner before its merger with Price Waterhouse. After the merger, Mr. Earhart was named managing partner for PricewaterhouseCoopers' Silicon Valley offices. In addition, he previously served as chair of Coopers & Lybrand's National Venture Capital Industry Group. Mr. Earhart, who retired from PricewaterhouseCoopers in 2001, also serves on the Board of Directors and is chairman of the audit committee of Foundry Networks, Quantum Corporation and Monolithic Power Systems. Mr. Earhart is currently an independent consultant. Mr. Earhart received a BS degree in accounting from the University of Oregon.

EDWARD KOZEL has been a member of the Board since May 2006. Mr. Kozel is President and Chief Executive Officer of Skyriider, Inc., a search-based marketing company for peer-to-peer networks. Previously, he was a Managing Director of Integrated Finance, Ltd., a private advisory services firm and he spent five years as Managing Member of Open Range LLC., a private venture firm. Mr. Kozel joined Cisco Systems in 1989 and served as its Chief Technology Officer and Senior Vice President of Business Development until 2001, helping Cisco become a multinational technology leader. Mr. Kozel previously worked at Boeing, McDonnell Douglas and SRI International, where he participated in the early design and development of the Internetwork Protocol (IP) model and TCP/IP, packet radio networks and highly distributed information systems. Mr. Kozel currently serves on the Board of Yahoo! Inc. Mr. Kozel has a BS degree in electrical engineering from the University of California, Davis.

MARK LESLIE has been a member of the Board since July 2004. Mr. Leslie is currently the managing director of Leslie Ventures. Mr. Leslie was the founding CEO of Veritas Software. He joined the Board of Directors of Veritas Software in May of 1988, and became the Chairman, President and Chief Executive Officer when Veritas was restarted as a software company in 1990. Mr. Leslie currently serves on the boards of Avaya Corporation (NYSE: AV) and a number of privately held high-technology corporations, including db4objects, Cassat, Doostang, Model N Software, Panta Systems and Xsigo, and is on the boards of nonprofit organizations Leslie Family Foundation and TKCJL. Mr. Leslie is also a Lecturer at Stanford Graduate School of Business teaching courses in entrepreneurship and sales. Mr. Leslie received a BA degree in physics and mathematics from New York

University in 1966 and completed Harvard Business School's program for management development in 1980.

NICHOLAS G. MOORE has been a member of the Board since April 2002. Mr. Moore served as Global Chairman, Chief Executive Officer-U.S. of PricewaterhouseCoopers LLP from July 1998 until June 2001. Prior to that, he served as Chairman and Chief Executive Officer of Coopers & Lybrand LLP from October 1994 until June 1998, when it was merged into PricewaterhouseCoopers LLP. Mr. Moore retired in 2001. Mr. Moore presently serves on the Board of Directors of Bechtel Group, Inc., Gilead Sciences, Wells Fargo Bank, and two privately held companies, E2open and AmberPoint. Mr. Moore received a BS degree in accounting from St. Mary's College and a JD from Hastings College of Law, University of California.

GEORGE T. SHAHEEN has been a member of the Board since June 2004. Mr. Shaheen is the Chairman and Chief Executive Officer of Entity Labs. He was the Chief Executive Officer of Siebel Systems, Inc from April 2005 until January 2006. He was the Chief Executive Officer and Global Managing Partner of Andersen Consulting, which later became Accenture, from 1989 to 1999. He then became the CEO and Chairman of the Board of Webvan Group, Inc. Mr. Shaheen serves on the boards of think3, 24/7 Customer, newScale and Entity Labs. He is a member of the Advisory Boards of the Marcus & Millichap Company and Genstar Capital. He has served as an IT Governor

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of the World Economic Forum and he is a member of the Board of Advisors for the Northwestern University Kellogg Graduate School of Management. He has also served on the Board of Trustees of Bradley University. Mr. Shaheen is a graduate of Bradley University (BS 1966 and MBA 1968).

ROBERT T. WALL has been a member of the Board since January 1993. Since August 1984, Mr. Wall has been the Founder and President of On Point Developments, LLC, a venture management and investment company. Mr. Wall was a founder and from November 2000 to December 2006, the Chairman of the Board of Directors of Airgo Networks, Inc., a Wi-Fi wireless networking systems company that was acquired by QUALCOMM, Inc. in December 2006. From June 1997 to November 1998, he was Chief Executive Officer and a member of the Board of Directors of Clarity Wireless, Inc., a broadband wireless data communications company that was acquired by Cisco Systems, Inc. in November 1998. Mr. Wall was Chairman of the Board, President and Chief Executive Officer of Theatrix Interactive, Inc., a consumer educational software publisher, from April 1994 to August 1997. He received an A.B. degree in economics from De Pauw University and an MBA degree from Harvard Business School.

Board Meetings and Committees

The Board of Directors held six (6) regular meetings during fiscal 2007. Each member of the Board of Directors during fiscal 2007 attended more than 75% of the aggregate of (i) the total number of meetings of the Board of Directors held during such period and (ii) the total number of meetings held during such period by all Committees of the Board on which he or she served. There are no family relationships among executive officers, directors or nominees of the Company. The Board of Directors has an Audit Committee, a Nominating/Corporate Governance Committee, an Investment Committee and a Compensation Committee.

During fiscal 2007, the Audit Committee was composed of Directors Shaheen, Earhart, and Moore, all of whom are independent in accordance with the requirements of applicable SEC and NASDAQ rules and regulations. The Company's Board has determined that Mr. Moore qualifies as an "audit committee financial expert" under the rules and regulations of the SEC. The Audit Committee reviews, acts on and reports to the Board of Directors with respect to various auditing and accounting matters, including the selection of the Company's auditors, the scope of the annual audits, fees to be paid to the auditors, the performance of the Company's auditors, the accounting practices of the Company and other such functions as detailed in the Audit Committee Charter, which can be found on the Company's Web site at www.netapp.com. The Audit Committee of the Board of Directors held ten (10) meetings during fiscal 2007.

During fiscal 2007, the Nominating/Corporate Governance Committee was composed of Directors Moore, Bartz and Valentine, all of whom are independent in accordance with applicable NASDAQ rules. The committee evaluates and recommends to the Board of Directors candidates for Board membership and considers nominees recommended by stockholders. The committee also develops and recommends corporate governance policies and other governance guidelines and procedures to the Board of Directors. The Nominating/Corporate Governance

Committee held one (1) meeting during fiscal 2007.

During fiscal 2007, the Investment Committee was composed of Directors Allen, Earhart, Kozel, Leslie and Wall. The Investment Committee was formed for the purpose of reviewing, evaluating, and approving acquisitions and divestitures for the Company. The Investment Committee held five (5) meetings during fiscal 2007.

The Compensation Committee, which is composed of Directors Bartz, Kozel, and Wall, establishes salaries, incentive compensation programs, and other forms of compensation for officers and other employees of the Company and administers the incentive compensation and benefit plans of the Company. Directors Bartz, Kozel and Wall are independent in accordance with applicable NASDAQ rules. The Compensation Committee of the Board of Directors held eight (8) meetings during fiscal 2007. In addition, the Committee approved stock option and award grants as needed by means of Unanimous Written Consents.

Vote Required

Directors shall be elected by a plurality vote. The nominees for director receiving the highest number of affirmative votes of the shares entitled to be voted for them shall be elected as directors. Votes against, abstentions and broker nonvotes have no legal effect on the election of directors due to the fact that such elections are by plurality.

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**The Board of Directors Unanimously Recommends That Stockholders
Vote FOR Proposal No. 1.**

PROPOSAL NO. 2

AMENDMENT TO THE COMPANY'S 1999 STOCK OPTION PLAN

The Company is asking its stockholders to approve the amendments to the 1999 Stock Option Plan (the "1999 Plan") so that it can continue to use the 1999 Plan to achieve the Company's goals. The Board has approved the amended 1999 Plan, subject to approval from our stockholders at the Annual Meeting. Approval of the amended 1999 Plan requires the affirmative vote of a majority of the Votes Cast. Our named executive officers have an interest in this proposal.

Amendments to the 1999 Plan

The following is a summary of some of the changes being made to the 1999 Plan pursuant to this Proposal No. 2:

- The current 1999 Plan is set to expire on August 16, 2009. The proposed amended 1999 Plan extends the term of the 1999 Plan by 10 years so that it will expire on August 16, 2019, or earlier upon the date on which all shares of Company common stock ("Shares") available for issuance under the 1999 Plan have been issued or the termination of all outstanding awards in connection with a Corporate Transaction (as defined in the 1999 Plan).
- The amended 1999 Plan provides that the number of Shares subject to awards granted under the Stock Issuance Program and the Performance Share and Performance Unit Program may not exceed 30% of the sum of (1) the number of Shares added to the 1999 Plan at the 2007 Annual Meeting, (2) the number of Shares available to be granted pursuant to awards under the 1999 Plan (i.e., reserved but unissued) as of May 25, 2007, and (3) the number of Shares subject to outstanding awards as of May 25, 2007 that actually return to the 1999 Plan upon the repurchase or reacquisition of unvested shares or that were subject to awards that terminated without any shares actually having been issued pursuant thereto, which is an increase from the 10% of approximately the same sum permitted under the current 1999 Plan.
- The amended 1999 Plan provides that during any calendar year, no participant will receive performance units having an initial value greater than \$2,000,000, which is an increase from the \$1,000,000 maximum

value permitted under the current 1999 Plan.

- The amended 1999 Plan provides that options granted under the Discretionary Option Grant Program and Automatic Option Grant Program and stock appreciation rights granted under the Stock Appreciation Rights Program may have a maximum term of seven years, decreased from the maximum term of 10 years provided for under the current 1999 Plan.

The Company believes strongly that the approval of the amendment of the 1999 Plan as described above is essential to our continued success. The Company's employees are its most valuable assets. Offering a broad-based equity compensation program is vital to attracting and retaining the most highly skilled people in our industry. The Company believes that employees who have a stake in the future success of the Company's business become highly motivated to achieve its long-term business goals and increase stockholder value. At this important time in the Company's history, the Company's employees' innovation and productivity are even more critical to its success in a highly competitive and fast-paced industry. The 1999 Plan is designed to assist in recruiting, motivating and retaining talented employees who help the Company achieve its business goals, including creating long-term value for stockholders.

Description of the 1999 Plan

The following paragraphs provide a summary of the principal features of the 1999 Plan and its operation, including a description of the amendments to the 1999 Plan if stockholders approve Proposal No. 2 and Proposal No. 3 of this Proxy Statement. The amended 1999 Plan is set forth in its entirety and has been filed as

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Appendix A to this Proxy Statement with the SEC. The following summary is qualified in its entirety by reference to the complete text of the 1999 Plan. Any stockholder who wishes to obtain a copy of the actual plan document may do so by written request to the Corporate Secretary at the Company's principal offices in Sunnyvale, California.

Background and Purpose of the 1999 Plan

The 1999 Plan is divided into five separate components: (a) the Discretionary Option Grant Program, (b) the Stock Issuance Program, (c) the Automatic Option Grant Program, (d) the Stock Appreciation Rights Program and (e) the Performance Share and Performance Unit Program. Under the Discretionary Option Grant Program, participants may be granted options to purchase Shares at an exercise price not less than the fair market value of those Shares on the grant date. Under the Stock Issuance Program, the Plan Administrator is able to make direct issuances of Shares either through the issuance or immediate purchase of such Shares or as a bonus for services rendered by participants on such terms as the Plan Administrator deems appropriate. Under the Automatic Option Grant Program, option grants are automatically made at periodic intervals to nonemployee directors. Under the Stock Appreciation Rights Program, the Plan Administrator is able to grant stock appreciation rights that will allow individuals to receive the appreciation in fair market value of the Shares subject to the award between the exercise date and the date of grant. Under the Performance Share and Performance Unit Program, the Plan Administrator is able to grant performance shares and performance units, which are awards that will result in a payment to a participant only if the performance goals or other vesting criteria established by the Plan Administrator are achieved or the awards otherwise vest. The 1999 Plan is intended to increase incentives and to encourage share ownership on the part of eligible employees, nonemployee directors and consultants who provide significant services to the Company. In addition, the Company is unable (without the approval of stockholders) to reprice any outstanding awards of options granted under the 1999 Plan or cancel any outstanding stock option and immediately replace it with a new stock option with a lower exercise price.

Administration of the 1999 Plan

The Compensation Committee of the Board of Directors (["Plan Administrator"]) administers the 1999 Plan. The members of the Compensation Committee must qualify as nonemployee directors under Rule 16b-3 of the Exchange Act of 1934 and as outside directors under Section 162(m) of the Internal Revenue Code (the Code) so that the Company can receive a federal tax deduction for certain compensation paid under the 1999 Plan.

Subject to the terms of the 1999 Plan, the Plan Administrator has the sole discretion to select the employees and consultants who will receive awards, determine the terms and conditions of awards (for example, the exercise price and vesting schedule), and interpret the provisions of the 1999 Plan and outstanding awards. The Compensation Committee may delegate any part of its authority and powers under the 1999 Plan to one or more directors and/or officers of the Company, but only the Compensation Committee itself can make awards to participants who are executive officers of the Company.

Shares Subject to the 1999 Plan

If stockholders approve Proposal No. 3, a total of 94,500,000 Shares will be reserved for issuance under the 1999 Plan, an increase of 7,200,000 Shares from the number of Shares currently reserved under the 1999 Plan. As of May 25, 2007, 47,801,534 Shares were subject to outstanding awards granted under the 1999 Plan, 16,372,574 Shares remained available for any new awards to be granted in the future and 23,125,892 Shares have been issued pursuant to awards thereunder.

If an award expires or is cancelled without having been fully exercised or vested, the unvested or cancelled Shares generally will be returned to the available pool of Shares reserved for issuance under the 1999 Plan. Also, in the event any change is made to our common stock issuable under the 1999 Plan by reason of any stock split, stock dividend, combination of shares, merger, reorganization, consolidation, recapitalization, exchange of shares, or other change in capitalization of the Company affecting the common stock as a class without the Company's receipt of consideration, appropriate adjustments will be made to (a) the maximum number and/or class of securities issuable under the 1999 Plan, (b) the maximum number and/or class of securities for which any one individual may be granted stock options, stock appreciation rights, stock issuances, or performance shares and performance units

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under the 1999 Plan per calendar year, (c) the class and/or number of securities and the purchase price per share in effect under each outstanding award, and (d) the class and/or number of securities for which automatic option grants are to be subsequently made to both new and continuing nonemployee Board members under the Automatic Option Grant Program. The adjustments to the outstanding awards will prevent the dilution or enlargement of benefits thereunder.

Discretionary Option Grant Program

A stock option is the right to acquire Shares at a fixed exercise price for a fixed period of time. Under the Discretionary Option Grant Program, the Plan Administrator may grant nonstatutory stock options and/or incentive stock options (which entitle employees, but not the Company, to more favorable tax treatment). The Plan Administrator will determine the number of Shares covered by each option, but during any calendar year of the Company, no participant may be granted options and/or stock appreciation rights covering more than 3,000,000 Shares.

The exercise price of the Shares subject to each option is set by the Plan Administrator but cannot be less than 100% of the fair market value (on the date of grant) of the Shares covered by the option. The exercise price of an incentive stock option must be at least 110% of fair market value if (on the grant date) the participant owns stock possessing more than 10% of the total combined voting power of all classes of stock of the Company or any of its subsidiaries.

An option granted under the Discretionary Option Grant Program of the 1999 Plan cannot be exercised until it becomes vested. The Plan Administrator establishes the vesting schedule of each option at the time of grant. Options become exercisable at the times and on the terms established by the Plan Administrator. To the extent the aggregate fair market value of the Shares (determined on the grant date) covered by incentive stock options first becomes exercisable by any participant during any calendar year is greater than \$100,000, the excess above \$100,000 will be treated as a nonstatutory stock option. Options granted under the 1999 Plan expire at the times established by the Plan Administrator, but not later than seven (7) years after the grant date (assuming the stockholders approve this Proposal No. 2).

Stock Appreciation Rights Program

A stock appreciation right is the right to receive the appreciation in fair market value of the Shares subject to the award between the exercise date and the date of grant. We can pay the appreciation in either cash or Shares. Stock appreciation rights will become exercisable at the times and on the terms established by the Plan Administrator, subject to the terms of the 1999 Plan. No participant will be granted stock appreciation rights and/or options covering more than 3,000,000 Shares during any calendar year. The exercise price of the Shares subject to each stock appreciation right is set by the Plan Administrator but cannot be less than 100% of the fair market value (on the date of grant) of the Shares covered by the award. A stock appreciation right granted under the 1999 Plan cannot be exercised until it becomes vested. The Plan Administrator establishes the vesting schedule of each stock appreciation right at the time of grant. Stock appreciation rights granted under the 1999 Plan expire at the times established by the Plan Administrator, but not later than seven (7) years after the grant date (assuming the stockholders approve this Proposal No. 2).

Stock Issuance Program

Stock issuances are Shares that vest in accordance with the terms and conditions established by the Plan Administrator. The number of Shares granted to any employee or consultant pursuant to a stock issuance will be determined by the Plan Administrator, but during any calendar year of the Company no participant may be granted more than 200,000 Shares pursuant to such an award. Also, no more than 30% of the sum of (1) the number of Shares added to the 1999 Plan at the 2007 Annual Meeting, (2) the number of Shares available to be granted pursuant to awards under the 1999 Plan (i.e., reserved but unissued) as of May 25, 2007, and (3) the number of Shares subject to outstanding awards as of May 25, 2007, that actually return to the 1999 Plan upon the repurchase or reacquisition of unvested shares or that were subject to awards that terminated without any shares actually having been issued pursuant thereto may be issued pursuant to awards under the Stock Issuance and Performance Share and Performance Unit Programs. In determining whether a stock issuance should be made and/or the vesting schedule for any such award,

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the Plan Administrator may impose whatever conditions to vesting as it determines to be appropriate. For example, the Plan Administrator may determine to make a stock issuance only if the participant satisfies performance goals established by the Plan Administrator (assuming approval of this Proposal No. 2).

Performance Share and Performance Unit Program

Performance shares and performance units are awards that will result in a payment to a participant only if the performance goals or other vesting criteria established by the Plan Administrator are achieved or the awards otherwise vest. The Plan Administrator will establish organizational, individual performance goals or other vesting criteria in its discretion, which, depending on the extent to which they are met, will determine the number and/or the value of performance units and performance shares to be paid out to participants. Assuming the stockholders approve this Proposal 2, no participant will receive performance units with an initial value greater than \$2,000,000 and no participant will receive more than 200,000 performance Shares during any calendar year. Performance units will have an initial dollar value established by the Committee prior to the grant date. Performance shares will have an initial value equal to the fair market value of a Share on the grant date. Also, no more than 30% of the sum of (1) the number of Shares added to the 1999 Plan at the 2007 Annual Meeting, (2) the number of Shares available to be granted pursuant to awards under the 1999 Plan (i.e., reserved but unissued) as of May 25, 2007, and (3) the number of Shares subject to outstanding awards as of May 25, 2007 that actually return to the 1999 Plan upon the repurchase or reacquisition of unvested shares or that were subject to awards that terminated without any shares actually having been issued pursuant thereto, may be issued pursuant to awards under the Stock Issuance and Performance Share and Performance Unit Programs (assuming approval of this Proposal No. 2).

Performance Goals

The Plan Administrator (in its discretion) may make performance goals applicable to a participant with respect to an award. At the Plan Administrator's discretion, one or more of the following performance goals may apply: annual revenue, cash position, earnings per share, individual objectives, net income, operating cash flow, operating income, return on assets, return on equity, return on sales and total stockholder return.

Automatic Option Grant Program

Under the 1999 Plan, our nonemployee directors will receive annual, automatic, nondiscretionary grants of nonstatutory stock options.

Each new nonemployee director will receive an option to purchase 55,000 Shares as of the date he or she first becomes a nonemployee director. Each nonemployee director also will receive an option to purchase 20,000 Shares on the date of each annual stockholder meeting, provided that he or she has been a nonemployee director for at least six months prior to the grant date and remains an eligible nonemployee director through each such meeting.

The exercise price of each option granted to a nonemployee director is equal to 100% of the fair market value (on the date of grant) of the Shares covered by the option. An option granted under the Automatic Option Grant Program is immediately exercisable. However, any shares purchased under the option program are subject to repurchase by the Company if the Optionee ceases Board service prior to vesting. The option granted to a nonemployee director when he or she first becomes a nonemployee director vests as to 25,000 Shares on the first anniversary of the date of grant and as to 10,000 Shares each anniversary thereafter (assuming that he or she remains a non-employee director on each scheduled vesting date). All options granted thereafter to the nonemployee director become 100% vested on the day preceding the Annual Stockholders Meeting following the grant date. However, if a nonemployee director terminates his or her service on the Board due to death or disability his or her options would immediately vest.

Assuming the stockholders approve this Proposal No. 2, options granted to nonemployee directors generally expire no later than seven (7) years after the date of grant. If a non-employee director terminates his or her service on the Board prior to an option's normal expiration date, the option will remain exercisable for 12 months to the extent it has vested. However, the option may not be exercised later than the original expiration date.

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Awards to be Granted to Certain Individuals and Groups

The number of awards that an employee or consultant may receive under the Plan is in the discretion of the Plan Administrator and therefore cannot be determined in advance. The following table* sets forth (a) the aggregate number of Shares subject to options granted under the Plan during the last fiscal year, (b) the average per Share exercise price of such options, (c) the aggregate number of Shares subject to awards of restricted stock units granted under the 1999 Plan during the last fiscal year, and (d) the dollar value of such Shares based on \$31.80 per Share, the fair market value on May 25, 2007.

AMENDED PLAN BENEFITS* 1999 Plan

Name of Individual or Group	Number of Options Granted	Average per Share Exercise Price	Number of	Dollar Value of
			Restricted Stock Units Granted	Restricted Stock Units Granted
Daniel J. Warmenhoven Chief Executive Officer	450,000	\$32.50	□	\$ □
Thomas Georgens Executive Vice President Product Operations	100,000	\$32.50	□	\$ □
Steven J. Gomo Executive Vice President and Chief Financial Officer	100,000	\$32.50	□	\$ □
Thomas F. Mendoza President	150,000	\$32.50	□	\$ □
Robert E. Salmon Executive Vice President Field Operations	100,000	\$32.50	□	\$ □

All current executive officers, as a group	900,000	\$32.50	□	\$	□
All directors who are not executive officers, as a group	215,000	\$33.82	□	\$	□
All employees who are not executive officers, as a group	8,014,800	\$35.56	752,590	\$	23,932,362

* The table does not represent equity awards granted under the Company's 1995 Stock Incentive Plan. Please see pages 34-35 for greater detail on the equity awards that have been granted to the Company's executive officers and directors.

Limited Transferability of Awards

Awards granted under the 1999 Plan generally may not be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated, other than by will or by the applicable laws of descent and distribution. However, participants may, in a manner specified by the Plan Administrator, transfer nonstatutory stock options (1) to a member of the participant's family, (2) to a trust or other entity for the sole benefit of the participant and/or a member of his or her family, (3) to a former spouse pursuant to a domestic relations order.

Federal Tax Aspects

The following paragraphs are a summary of the general federal income tax consequences to U.S. taxpayers and the Company of awards granted under the 1999 Plan. Tax consequences for any particular individual may be different.

Nonstatutory Stock Options

No taxable income is reportable when a nonstatutory stock option is granted to a participant. Upon exercise, the participant will recognize ordinary income in an amount equal to the excess of the fair market value (on the exercise date) of the Shares purchased over the exercise price of the option. Any taxable income recognized in connection with an option exercise by an employee of the Company is subject to tax withholding by the Company. Any additional gain or loss recognized upon any later disposition of the shares would be capital gain or loss.

As a result of Section 409A of the Code and the Treasury regulations promulgated thereunder (Section 409A), however, nonstatutory stock options granted with an exercise price below the fair market value of the underlying stock or with a deferral feature may be taxable to the recipient in the year of vesting in an amount equal to the difference between the then fair market value of the underlying stock and the exercise price of such awards and may be subject to an additional 20% tax plus penalties and interest. In addition, certain states, such as California, have adopted similar tax provisions.

Incentive Stock Options

No taxable income is reportable when an incentive stock option is granted or exercised (except for purposes of the alternative minimum tax, in which case taxation is the same as for nonstatutory stock options). If the participant exercises the option and then later sells or otherwise disposes of the Shares more than two years after the grant date and more than one year after the exercise date, the difference between the sale price and the exercise price will be taxed as capital gain or loss. If the participant exercises the option and then later sells or otherwise disposes of the Shares before the end of the two- or one-year holding periods described above, he or she generally will have ordinary income at the time of the sale equal to the fair market value of the Shares on the exercise date (or the sale price, if less) minus the exercise price of the option.

Stock Appreciation Rights

No taxable income is reportable when a stock appreciation right is granted to a participant. Upon exercise, the participant will recognize ordinary income in an amount equal to the amount of cash received and the fair market value of any shares received. Any additional gain or loss recognized upon any later disposition of the shares would be capital gain or loss.

As a result of Section 409A of the Code, however, stock appreciation rights granted with an exercise price below the fair market value of the underlying stock or with a deferral feature may be taxable to the recipient in the year of vesting in an amount equal to the difference between the then fair market value of the underlying stock and the exercise price of such options and may be subject to an additional 20% tax plus penalties and interest. In addition, certain states, such as California, have adopted similar tax provisions.

Stock Issuance, Performance Units and Performance Shares

A participant generally will not have taxable income at the time an award of stock, performance shares or performance units is granted. Instead, he or she will recognize ordinary income in the first taxable year in which his or her interest in the Shares underlying the award becomes either (i) freely transferable or (ii) no longer subject to substantial risk of forfeiture. However, the recipient of an award of restricted stock may elect to recognize income at the time he or she receives the award in an amount equal to the fair market value of the Shares underlying the award (less any cash paid for the shares) on the date the award is granted.

Tax Effect for the Company

The Company generally will be entitled to a tax deduction in connection with an award under the 1999 Plan in an amount equal to the ordinary income realized by a participant and at the time the participant recognizes such income (for example, the exercise of a nonstatutory stock option). Special rules limit the deductibility of compensation paid to our Chief Executive Officer and to each of our four most highly compensated executive officers. Under Section 162(m) of the Code, the annual compensation paid to any of these specified executives will be deductible only to the extent that it does not exceed \$1,000,000. However, the Company can preserve the deductibility of

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certain compensation in excess of \$1,000,000 if the conditions of Section 162(m) are met. These conditions include stockholder approval of the 1999 Plan, setting limits on the number of awards that any individual may receive and for awards other than stock options, establishing performance criteria that must be met before the award actually will vest or be paid. The 1999 Plan has been designed to permit the Plan Administrator to grant awards that qualify as performance-based for purposes of satisfying the conditions of Section 162(m), thereby permitting the Company to continue to receive a federal income tax deduction in connection with such awards.

Amendment and Termination of the Plan

The Board generally may amend or terminate the 1999 Plan at any time and for any reason, subject to stockholder approval if applicable.

Summary

We believe strongly that the approval of the amended and restated 1999 Plan is essential to our continued success. Awards such as those provided under the 1999 Plan constitute an important incentive for key employees of the Company and help us to attract, retain and motivate people whose skills and performance are critical to our success. Our employees are our most valuable assets. We strongly believe that the amended and restated 1999 Plan is essential for us to compete for talent in the very difficult labor markets in which we operate.

Vote Required

The affirmative vote by a majority of the Votes Cast is required to approve this proposal. The effect of an abstention is the same as that of a vote against the proposal. Unless you indicate otherwise, your proxy will vote FOR the proposal.

**The Board of Directors Unanimously Recommends That Stockholders
Vote FOR Proposal No. 2**

PROPOSAL NO. 3:

AMENDMENT TO THE COMPANY'S 1999 STOCK OPTION PLAN

The Company is asking the stockholders to approve an amendment to the 1999 Plan to increase by 7,200,000 the number of shares of the Company's common stock that may be issued thereunder. The Board has approved the increase in the number of Shares reserved for issuance under the 1999 Plan, subject to approval from stockholders at the Annual Meeting. Approval of this amendment to the 1999 Plan requires the affirmative vote of a majority of the Votes Cast. The Company's named executive officers and directors have an interest in this proposal.

The Company believes strongly that the approval of the amendment to the 1999 Plan is essential to our continued success. The Company's employees are our most valuable assets. Offering a broad-based equity compensation program is vital to attracting and retaining the most highly skilled people in our industry. The Company believes that employees who have a stake in the future success of our business become highly motivated to achieve our long-term business goals and increase stockholder value. At this important time in our history, the Company's employees' innovation and productivity are even more critical to its success in a highly competitive and fast-paced industry. The 1999 Plan is designed to assist in recruiting, motivating and retaining talented employees who help us achieve the Company's business goals, including creating long-term value for stockholders.

Description of the 1999 Plan

Please refer to the summary of principal features of the 1999 Plan and its operation as set forth in Proposal No. 2. That summary is qualified in its entirety by reference to the 1999 Plan as set forth in Appendix A to this Proxy statement.

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Summary

The Company is and intends to continue to be a growth company. However, in order to grow, it is critical to hire additional people to achieve its long-term strategic goals. The Company strongly believes that the amendment to the 1999 Plan to increase the number of Shares we can use to grant awards is essential for us to compete for talent in the very competitive labor markets in which we operate.

Vote Required

The affirmative vote by a majority of the Votes Cast is required to approve this proposal. The effect of an abstention is the same as that of a vote against the proposal. Unless you indicate otherwise, your proxy will vote FOR the proposal.

**The Board of Directors Unanimously Recommends That Stockholders
Vote FOR Proposal No. 3**

PROPOSAL NO. 4:

AMENDMENT TO THE COMPANY'S EMPLOYEE STOCK PURCHASE PLAN

Introduction

The Company is asking the stockholders to approve an amendment to the Company's Employee Stock Purchase Plan (the Purchase Plan), which will increase the number of Shares authorized for issuance under the Purchase Plan by an additional 1,600,000 Shares.

The purpose of the amendment is to ensure that the Company will continue to have a sufficient reserve of Shares of the Company's common stock available under the Purchase Plan to provide eligible employees of the Company and its participating affiliates (whether now existing or subsequently established) with the opportunity to purchase Shares at semiannual intervals through their accumulated periodic payroll deductions.

The Purchase Plan was adopted by the Board on September 26, 1995, and became effective on November 20, 1995, in connection with the Company's initial public offering of its common stock.

The terms and provisions of the Purchase Plan, as most recently amended, are summarized below. This summary, however, does not purport to be a complete description of the Purchase Plan. The Purchase Plan is set forth in its entirety and has been filed as Appendix B to this Proxy Statement with the SEC. The following summary is qualified in its entirety by reference to the complete text of the Purchase Plan. Any stockholder who wishes to obtain a copy of the actual plan document may do so by written request to the Corporate Secretary at the Company's principal offices in Sunnyvale, California.

Description of the Purchase Plan

The Purchase Plan is administered by the Compensation Committee of the Board, serving as the plan administrator. As plan administrator, such committee has full authority to adopt administrative rules and procedures and to interpret the provisions of the Purchase Plan.

Share Reserve

The maximum number of Shares reserved for issuance over the term of the Purchase Plan is limited to 20,600,000 Shares, assuming stockholder approval of the 1,600,000-Share increase that is the subject of this Proposal No. 4. As of May 25, 2007, 14,734,224 Shares had been issued under the Purchase Plan, and 5,865,776 Shares were available for future issuance, assuming stockholder approval of the 1,600,000 Share increase.

The Shares issuable under the Purchase Plan may be made available from authorized but unissued Shares or from Shares of common stock reacquired by the Company, including Shares purchased on the open market.

In the event that any change is made to the outstanding common stock (whether by reason of any stock split, stock dividend, recapitalization, exchange or combination of shares or other change affecting the outstanding common stock as a class without the Company's receipt of consideration), appropriate adjustments will be made to (a) the maximum number and class of securities issuable under the Purchase Plan, (b) the number and class of securities subject to each outstanding purchase right and the purchase price per Share in effect thereunder, (c) the maximum number and class of securities purchasable per participant on any one semiannual purchase date, and (d) the maximum number and class of securities purchasable in total by all participants on any one purchase date. Such adjustments will be designed to preclude any dilution or enlargement of benefits under the Purchase Plan or the outstanding purchase rights thereunder.

Offering Period and Purchase Rights

Shares are offered under the Purchase Plan through a series of overlapping offering periods, each with a maximum duration of twenty-four (24) months. Such offering periods will begin on the first business day of June and on the first business day of December each year over the term of the Purchase Plan. Accordingly, two (2) separate offering periods will begin in each calendar year.

Each offering period will consist of a series of one or more successive purchase intervals. Purchase intervals will run from the first business day in June to the last business day in November each year and from the first business day in December each year to the last business day in May in the immediately succeeding year. Accordingly, Shares will be purchased on the last business day in May and November each year with the payroll deductions collected from the participants for the purchase interval ending with each such semiannual purchase date.

If the fair market value per share of common stock on any semiannual purchase date within a particular offering period is less than the fair market value per share of common stock on the start date of that offering period, then the participants in that offering period will automatically be transferred from that offering period after the semiannual purchase of Shares on their behalf and enrolled in the new offering period which begins on the next business day following such purchase date.

Eligibility and Participation

Any individual who is employed on a basis under which he or she is regularly expected to work for more than twenty (20) hours per week for more than five (5) months per calendar year in the employ of the Company or any participating parent or subsidiary corporation (including any corporation which subsequently becomes such at any time during the term of the Purchase Plan) is eligible to participate in the Purchase Plan.

An individual who is an eligible employee on the start date of any offering period may join that offering period at that time. However, no employee may participate in more than one offering period at a time.

As of May 25, 2007, approximately 6,592 employees, including five executive officers, were eligible to participate in the Purchase Plan.

Purchase Price

The purchase price of the Shares purchased on behalf of each participant on each semi-annual purchase date will be equal to 85% of the lower of (i) the fair market value per Share on the start date of the offering period in which the participant is enrolled or (ii) the fair market value on the semiannual purchase date.

The fair market value per Share on any particular date under the Purchase Plan will be deemed to be equal to the closing selling price per share on such date reported on the NASDAQ Global Select Market. On May 25, 2007, the closing selling price per share of common stock on the NASDAQ Select Market was \$31.80 per share.

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Payroll Deductions and Stock Purchases

Each participant may authorize periodic payroll deductions in any multiple of 1% up to a maximum of 10% of his or her total cash earnings (generally base salary, bonuses, overtime pay and commissions) to be applied to the acquisition of Shares at semiannual intervals. Accordingly, on each semiannual purchase date (the last business day in May and November each year), the accumulated payroll deductions of each participant will automatically be applied to the purchase of whole Shares at the purchase price in effect for the participant for that purchase date.

Special Limitations

The Purchase Plan imposes certain limitations upon a participant's rights to acquire common stock, including the following limitations:

- Purchase rights granted to a participant may not permit such individual to purchase more than \$25,000 worth of Shares (valued at the time each purchase right is granted) for each calendar year those purchase rights are outstanding.
- Purchase rights may not be granted to any individual if such individual would, immediately after the grant, own or hold outstanding options or other rights to purchase stock possessing 5% or more of the total combined voting power or value of all classes of stock of the Company or any of its affiliates.
- No participant may purchase more than 1,500 Shares on any one purchase date.
- The maximum number of Shares purchasable in total by all participants on any one purchase date is limited to 1,000,000 Shares.

The Plan Administrator will have the discretionary authority to increase or decrease the per participant and total participant limitations prior to the start date of any new offering period under the Purchase Plan.

Withdrawal Rights and Termination of Employment

The participant may withdraw from the Purchase Plan at any time, and his or her accumulated payroll deductions may either be applied to the purchase of shares on the next semiannual purchase date or refunded.

Upon the participant's cessation of employment or loss of eligible employee status, payroll deductions will automatically cease. Any payroll deductions which the participant may have made for the semiannual period in which such cessation of employment or loss of eligibility occurs will be immediately refunded.

Stockholder Rights

No participant will have any stockholder rights with respect to the Shares covered by his or her purchase rights until the Shares are actually purchased on the participant's behalf. No adjustment will be made for dividends, distributions or other rights for which the record date is prior to the date of such purchase.

Assignability

Purchase rights are not assignable or transferable by the participant and may be exercised only by the participant.

Change in Control

In the event a change in control occurs, all outstanding purchase rights will automatically be exercised immediately prior to the effective date of such change. The purchase price in effect for each participant will be equal to 85% of the lower of (a) the fair market value per Share on the start date of the offering period in which the participant is enrolled at the time the change in control occurs, or (b) the fair market value per Share immediately prior to the effective date of such change in control. The limitation on the maximum number of Shares purchasable in total by all participants on any one purchase date will not be applicable to any purchase date attributable to a change in control.

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A change in control will be deemed to occur if (a) the Company is acquired through a merger or consolidation in which more than 50% of the Company's outstanding voting stock is transferred to a person or persons different from those who held stock immediately prior to such transaction, (b) the Company sells, transfers or disposes of all or substantially all of its assets, or (c) any person or related group of persons acquires ownership of securities possessing more than 50% of the total combined voting power of the Company's outstanding securities pursuant to a tender or exchange offer made directly to the Company's stockholders.

Share Proration

Should the total number of Shares to be purchased pursuant to outstanding purchase rights on any particular date exceed either (a) the maximum number of Shares purchasable in total by all participants on any one purchase date, or (b) the number of Shares then available for issuance under the Purchase Plan, then the Plan Administrator will make a pro-rata allocation of the available Shares on a uniform and nondiscriminatory basis. In such an event, the Plan Administrator will refund the accumulated payroll deductions of each participant, to the extent in excess of the purchase price payable for the Shares prorated to such individual.

Amendment and Termination

The Purchase Plan will terminate upon the earliest of (a) the last business day in May 2011, (b) the date on which all Shares available for issuance thereunder are sold pursuant to exercised purchase rights, or (c) the date on which all purchase rights are exercised in connection with a change in control.

The Board may at any time alter, amend, suspend or discontinue the Purchase Plan. However, the Board may not, without stockholder approval, (a) increase the number of Shares issuable under the Purchase Plan, (b) alter the purchase price formula so as to reduce the purchase price, or (c) modify the requirements for eligibility to participate in the Purchase Plan.

Plan Benefits

The table below shows, as to the named executive officers and specified groups, the number of Shares purchased under the Purchase Plan during fiscal 2007, together with the value of those Shares as of the date of purchase.

Participation in the ESPP

Participation in the Purchase Plan is voluntary and dependent on each eligible employee's election to participate and his or her determination as to the level of payroll deductions. Accordingly, future purchases under the Purchase Plan are not determinable. Nonemployee directors are not eligible to participate in the Purchase Plan. The following table sets forth certain information regarding shares purchased under the Purchase Plan during the last fiscal year for each of the named executive officers, for all current executive officers as a group and for all other employees who participated in the Purchase Plan as a group:

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AMENDED PLAN BENEFITS Employee Stock Purchase Plan

Name	Number of Purchased Shares	Dollar Value of Purchased Shares(1)
Daniel J. Warmenhoven Chief Executive Officer	1,195	\$ 17,842
Thomas Georgens Executive Vice President, Product Operations	1,688	\$ 15,354
Steven J. Gomo Executive Vice President and Chief Financial Officer	855	\$ 7,282
Thomas F. Mendoza President	□	\$ □
Robert E. Salmon Executive Vice President, Field Operations	1,207	\$ 18,101
All current executive officers as a group (5 persons)	4,945	\$ 58,579
All employees, including current officers who are not executive officers, as a group (3,561 persons)	1,627,235	\$ 20,403,492

(1) Market Value of shares on date of purchase, minus the purchase price under the Purchase Plan

New Plan Benefits

No purchase rights have been granted, and no Shares have been issued, on the basis of the 1,600,000 Share increase which is the subject of this Proposal No. 4.

Federal Tax Consequences

The Purchase Plan is intended to be an employee stock purchase plan within the meaning of Section 423 of the Code. Under an employee stock purchase plan, which so qualifies, no taxable income will be recognized by a participant, and no deductions will be allowable to the Company, upon either the grant or the exercise of the purchase rights. Taxable income will not be recognized until there is a sale or other disposition of the Shares acquired under the Purchase Plan or in the event the participant should die while still owning the purchased Shares.

If the participant sells or otherwise disposes of the purchased Shares within two (2) years after the start date of the offering period in which such Shares were acquired or within one (1) year after the actual semiannual purchase date of those Shares, then the participant will recognize ordinary income in the year of sale or disposition equal to the amount by which the fair market value of the Shares on the purchase date exceeded the purchase price paid for those Shares, and the Company will be entitled to an income tax deduction, for the taxable year in which such disposition occurs, equal in amount to such excess. The participant will also recognize capital gain equal to the amount by which the amount realized upon the sale or disposition exceeds the sum of the aggregate purchase price paid for the Shares and the ordinary income recognized in connection with their acquisition.

If the participant sells or disposes of the purchased Shares more than two (2) years after the start date of the offering period in which the Shares were acquired and more than one (1) year after the actual semiannual purchase date of those Shares, then the participant will recognize ordinary income in the year of sale or disposition equal to the lesser of (a) the amount by which the fair market value of the Shares on the sale or disposition date exceeded the purchase price paid for those Shares, or (b) 15% of the fair market value of the Shares on the start date of that offering period. Any additional gain upon the disposition will be taxed as a long-term capital gain. The Company will not be entitled to an income tax deduction with respect to such disposition.

If the participant still owns the purchased Shares at the time of death, the lesser of (a) the amount by which the fair market value of the Shares on the date of death exceeds the purchase price, or (b) 15% of the fair market value of the Shares on the start date of the offering period in which those Shares were acquired will constitute ordinary income in the year of death.

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Summary

The Board believes that it is in the best interests of the Company to continue to provide employees with the opportunity to acquire an ownership interest in the Company through their participation in the Purchase Plan and thereby encourage them to remain in the Company's employ and more closely align their interests with those of the stockholders.

Vote Required

The affirmative vote of a majority of the Votes Cast is required for approval of the amendment to the Purchase Plan described in this Proposal No. 4. Should such stockholder approval not be obtained, the 1,600,000 Share increase, which is the subject of this Proposal, will not be implemented.

**The Board of Directors Unanimously Recommends That Stockholders
Vote FOR Proposal No. 4**

PROPOSAL NO. 5:

APPROVAL OF EXECUTIVE COMPENSATION PLAN

The Company is asking the stockholders to approve the Executive Compensation Plan (Compensation Plan). On July 13, 2007, the Board approved the Compensation Plan and directed that the Compensation Plan be submitted to stockholders at the Annual Meeting. If approved by a majority of Votes Cast by our stockholders, the Compensation Plan will be effective for the Company's fiscal year 2008. Our named executive officers have an interest in this proposal.

Eligibility

Participants in the Compensation Plan are key executives who are chosen solely at the discretion of the committee that administers the Compensation Plan. Our Chief Executive Officer, President, Chief Financial Officer and all of our Executive Vice Presidents are eligible to be considered for participation in the Compensation Plan. Because our executive officers are eligible to receive awards under the Compensation Plan, our executive officers have an interest in this proposal. No person is automatically entitled to participate in the Compensation Plan in any plan year. We may also pay discretionary bonuses, or other types of compensation, outside of the Compensation Plan.

Purpose

The purpose of the Compensation Plan is to provide a means and guidelines under which the Company can share its success with its key executives by providing such executives with awards based on the achievement of goals relating to the performance of the Company and its subsidiaries. If certain requirements are satisfied, incentive compensation payouts issued under the Compensation Plan may qualify as deductible [performance-based compensation] within the meaning of Section 162(m) of the Code. The Compensation Plan is set forth in its entirety and has been filed as Appendix C to this Proxy Statement with the SEC.

Administration

The Compensation Plan will be administered by the Compensation Committee appointed by the Board (the [Committee]), consisting of no fewer than two members of the Board. With respect to incentive compensation that is intended to qualify as [performance-based compensation] within the meaning of Section 162(m) of the Code, each member of the Committee shall qualify as an [outside director] within the meaning of Section 162(m) of the Code.

Determination of Awards

Under the Compensation Plan, participants will be eligible to receive awards based upon the attainment and certification of certain performance goals established by the Committee. The performance goals the Committee may choose from may include one or more of the following:

- earnings per share,

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- individual objectives,
- operating cash flow,
- operating income,
- profit after tax,
- profit before tax,
- return on assets,
- return on equity,
- return on sales,
- revenue, or
- total shareholder return.

The performance criteria may differ for each participant and for each award and will be set forth in writing. The Committee retains the discretion to reduce or eliminate any award that would otherwise be payable pursuant to the Compensation Plan.

Payment of Awards

All awards will be paid in cash as soon as is practicable following determination of the award.

Maximum Award

The amounts that will be paid pursuant to the Compensation Plan are not currently determinable. The maximum incentive compensation payment that any participant may receive under the Compensation Plan in any performance period is \$2,000,000.

Amendment and Termination

The Board may amend or terminate the Compensation Plan, in whole or in part, at any time and for any reason. The amendment, suspension or termination of the Compensation Plan will not, without the consent of the participants, alter or impair any rights or obligations under any awards granted under the Compensation Plan.

Federal Income Tax Consequences

Under present federal income tax law, participants will recognize ordinary income equal to the amount of the award received in the year of receipt. That income will be subject to applicable income and employment tax withholding by the Company. If and to the extent that the Compensation Plan payments satisfy the requirements of Section 162(m) of the Code and otherwise satisfy the requirements for deductibility under federal income tax law, the Company will receive a deduction for the amount constituting ordinary income to the participant.

Awards to Be Granted to Certain Individuals and Groups.

Awards under the Compensation Plan are determined based on actual future performance, so future actual awards cannot now be determined.

Summary

We believe strongly that the approval of the Compensation Plan is essential to our continued success and will establish an important incentive for executives of the Company and help us to attract, retain and motivate people whose skills and performance are critical to our success. We strongly believe that the Compensation Plan is essential for us to compete for executive talent in the very difficult labor markets in which we operate.

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Vote Required

The affirmative vote by a majority of the Votes Cast is required to approve this proposal. The effect of an abstention is the same as that of a vote against the proposal. Unless you indicate otherwise, your proxy will vote FOR the proposal.

**The Board of Directors Unanimously Recommends That Stockholders
Vote FOR Proposal No. 5.**

PROPOSAL NO. 6

RATIFICATION OF INDEPENDENT AUDITORS

The Company is asking the stockholders to ratify the selection of Deloitte & Touche LLP as the Company's independent auditors for the fiscal year ending April 25, 2008.

In the event the stockholders fail to ratify the appointment, the Audit Committee of the Board of Directors will consider it as a direction to select other auditors for the subsequent year. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of a different independent accounting firm at any time during the year if the Board determines that such a change would be in the best interest of the Company and its stockholders.

A representative of Deloitte & Touche LLP is expected to be present at the Annual Meeting, will have the opportunity to make a statement if he or she desires to do so, and will be available to respond to appropriate questions.

Vote Required

The affirmative vote by a majority of the Votes Cast is required to ratify the selection of Deloitte & Touche LLP. The effect of an abstention is the same as that of a vote against the proposal. Unless you indicate otherwise, your proxy will vote FOR the proposal.

The Board of Directors Unanimously Recommends That Stockholders Vote FOR Proposal No. 6

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

To the Company's knowledge, the following table sets forth certain information regarding beneficial ownership of the Company's common stock as of May 25, 2007 by (i) each person or entity who is known by the Company to own beneficially more than 5% of the Company's common stock, (ii) each of the Company's directors and nominees for director, (iii) each of the Company's executive officers set forth in the Summary Compensation Table of the Compensation of Executive Officers section of this Proxy Statement, and (iv) all of the Company's current directors and executive officers as a group.

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Except as indicated by footnote, the address of the beneficial owners is c/o Network Appliance, Inc., 495 East Java Drive, Sunnyvale, California 94089. Information related to holders of more than 5% of the Company's common stock was obtained from filings with the SEC pursuant to Sections 13(d) or 13(g) of the Exchange Act.

Title of Class	Name of Beneficial Owner	Number of Shares Beneficially Owned	Perce of Cla (1)
Common Stock	Fidelity Management & Research(2) 82 Devonshire Street Boston, MA, 02109	45,001,675	12.2
	AllianceBernstein Capital Management(3) 25, avenue Matignon 75008 Paris, France AXA Financial, Inc. 1290 Avenue of the Americas New York, New York 10104	34,617,070	9.4
	TCW Asset Management(4) The TCW Group, Inc., on behalf of the TCW Business Unit 865 South Figueroa Street Los Angeles, CA 90017	30,749,521	8.4
	Wellington Company Management(5) 75 State Street Boston, MA 02109	27,176,859	7.4
	Daniel J. Warmenhoven (6)	8,603,389	2.3
	Thomas Georgens (7)	177,770	*
	Steven J. Gomo (8)	457,206	*
	Thomas F. Mendoza (9)	1,905,250	*
	Robert F. Salmon (10)	728,411	*

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Donald T. Valentine (11)	832,000	*
Jeffrey R. Allen (12)	961,475	*
Carol A. Bartz (13)	100,000	*
Alan L. Earhart (14)	70,000	*
Edward Kozel (15)	55,000	*
Mark Leslie (16)	90,000	*
Nicholas G. Moore (17)	65,000	*
George T. Shaheen (18)	90,000	*
Robert T. Wall (19)	380,071	*
All current directors and officers as a group (14 persons) (20)	14,515,572	3.9

* Less than 1%

(1) The number of shares of common stock outstanding used in calculating the percentage for each listed person or entity is based on 367,785,155 shares of common stock outstanding on May 25, 2007. Shares of Common Stock subject to stock options which are currently exercisable or will be come exercisable within 60 days of May 25, 2007, are deemed outstanding for computing the percentage of the person or group holding such options, but are not deemed outstanding for computing the percentage of any other person or group. Except as indicated in the footnotes to this table and pursuant to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all shares of Common Stock

(2) Information is based on a Schedule 13G/A filed with the SEC on February 14, 2007, by FMR Corp., a corporation organized under the laws of the state of Delaware. FMR Corp.'s principal place of business is 82 Devonshire Street, Boston, Massachusetts 02109. Fidelity Management & Research Company ("Fidelity"), a wholly owned subsidiary of FMR Corp, is the beneficial owner of 43,328,762 shares. The ownership of

one investment company, Fidelity Growth Company Fund, amounted to 19,522,208 shares. Fidelity Growth Company Fund has its principal business office at 82 Devonshire Street, Boston, Massachusetts 02109. Edward C. Johnson III and FMR Corp., through its control of Fidelity and other affiliated Fidelity funds, each has sole power to dispose of the 43,328,762 shares owned by the Fidelity Funds. Neither FMR Corp. nor Edward C. Johnson 3d, has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees. Members of the family of Edward C. Johnson 3d, Chairman of FMR Corp., are the predominant owners, directly or through trusts, of Series B shares of common stock of FMR Corp., representing 49% of the voting power of FMR Corp. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B shares will be voted in accordance with the majority vote of Series B shares. Accordingly, through their ownership of voting common stock and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR Corp. Fidelity Management Trust Company, a wholly-owned subsidiary of FMR Corp. is the beneficial owner of 9,800 shares of common stock. Edward C. Johnson 3d and FMR Corp., through its control of Fidelity Management Trust Company, each has sole dispositive power over 9,800 shares and sole power to vote 9,800 shares of common stock owned by the institutional accounts. Strategic Advisers, Inc., a wholly-owned subsidiary of FMR Corp., is the beneficial owner of 3,107 shares. As a result, FMR Corp.'s beneficial ownership includes these 3,107

shares. Pyramis Global Advisors Trust Company, an indirect wholly-owned subsidiary of FMR Corp, is the beneficial owner of 915,236 shares of common stock as a result of its serving as investment manager of institutional accounts owning such shares. Edward C. Johnson 3d and FMR Corp., through its control of Pyramis Global Advisors Trust Company, each has sole dispositive power over 915,236 shares and sole power to vote 915,236 shares of common stock owned by the institutional accounts managed by Pyramis Global Advisors Trust Company. Pyramis Global Advisors, LLC, an indirect wholly-owned subsidiary of FMR Corp, is the beneficial owner of 162,120 shares of common stock as a result of its serving as investment manager of institutional accounts owning such shares. Edward C. Johnson 3d and FMR Corp., through its control of Pyramis Global Advisors, LLC, each has sole dispositive power over 162,120 shares and sole power to vote 162,120 shares of common stock owned by the institutional accounts managed by Pyramis Global Advisors, LLC.

- (3) Information is based on Schedule 13G filed with the SEC on February 13, 2007, by AXA Financial, Inc.; AXA, which owns AXA Financial, Inc.; and the Mutuelles AXA, which as a group control AXA: in the Mutuelles AXAs' capacity, as a group, acting as a parent holding company with respect to the holdings of the following AXA entity or entities: in AXA's capacity as a parent holding company with respect to the holdings of the following AXA entity or entities (AXA Rosenberg Investment Management LLC, AXA Framlington); in AXA Financial, Inc.'s capacity as a parent holding company with respect to the holdings of the following subsidiaries: AllianceBernstein L.P. (13-3434400), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, and AXA Equitable Life Insurance Company (13-5570651), an insurance company and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940. Pursuant to this filing, AXA Financial, Mutuelles AXA and AXA are each beneficial owners of 34,617,070 shares, of which each has sole voting power with respect to 21,620,579 shares, shared voting power with respect to 3,350,665 shares, sole dispositive power with respect to 34,594,061 shares and shared dispositive power with respect to 23,009 shares. The address for Mutuelles AXA is 26, rue Drouot 75009 Paris France. The address for AXA is 25, avenue Matignon 75008 Paris, France. The address for AXA Financial is 1290 Avenue of the Americas, New York, New York 10104.
- (4) Information is based on a Schedule 13G/A filed with the SEC on February 12, 2007, by the TCW Group, Inc., a Nevada corporation (["TCW"]), on behalf of itself and its direct and indirect subsidiaries, which collectively constitute The TCW Group, Inc. business unit (the ["TCW Business Unit"]). The TCW Business Unit is primarily engaged in the provision of investment management services. TCW's principal place of business is 865 South Figueroa Street, Los Angeles, CA 90017. The ultimate parent company of TCW and the TCW Business Unit is Societe Generale, S.A., a corporation formed under the laws of France (["SG"]). The principal business of SG is acting as a holding company for a global financial services group, which includes certain distinct specialized business units that are independently operated, including the TCW Business Unit. SG, for purpose of the

federal securities laws, may be deemed ultimately to control TCW and the TCW Business Unit. SG disclaims beneficial ownership of shares beneficially owned by TCW. TCW disclaims beneficial ownership of shares beneficially owned by SG and any of SG's other business units. Pursuant to this filing, TCW is a beneficial owner of 30,749,521 shares, with a shared voting power of 26,308,079 shares, and a shared voting power to dispose or to direct the disposition of 30,749,521 shares.

- (5) Information is based on a Schedule 13G filed with the SEC on February 14, 2007 by Wellington Company Management, LLP, a Massachusetts corporation (["Wellington"]), on behalf of itself. The principal Wellington business office is located at 75 State Street, Boston, MA 02109. Wellington, in its capacity as an investment advisor, may be deemed to beneficially own 27,176,859 shares which are held of record by clients of Wellington. Wellington has the shared power to vote or to direct the vote of the 18,176,859 shares, and the shared power to dispose or to direct to dispose 27,176,859 shares.
- (6) Includes 3,404,880 shares held by Daniel J. Warmenhoven and Charmaine A. Warmenhoven, trustees to The Warmenhoven 1987 Revocable Trust, of which Mr. Warmenhoven is a trustee and shares voting and investment powers. Also includes 970,000 shares held by Warmenhoven Ventures LP, a limited partnership of which the Warmenhoven Management Trust is the general partner, of which Mr. Warmenhoven is a trustee. Also includes 175,000 shares held by the Warmenhoven Family Foundation, of which Mr. Warmenhoven is an officer. Excludes 83,500 shares held by Richard A. Andre, trustee to the Daniel J. Warmenhoven 1991 Children's Trust, as Mr. Warmenhoven disclaims beneficial ownership of the

shares held by this trust. Includes 1,412,966 shares of common stock issuable upon exercise of options granted under the 1995 Plan; and 2,595,416 shares of common stock issuable upon exercise of options granted under the 1999 Plan, which are currently exercisable or will become exercisable within 60 days after May 25, 2007.

- (7) Includes 161,082 shares of common stock issuable upon exercise of options granted under the 1999 Plan, which are currently exercisable or will become exercisable within 60 days of May 25, 2007.
- (8) Includes 80,000 shares of common stock issuable upon exercise of options granted under the 1995 Plan; and 370,207 shares of common stock issuable upon exercise of options granted under the 1999 Plan, which are currently exercisable or will become exercisable within 60 days of May 25, 2007.
- (9) Includes 43,750 shares of common stock issuable upon exercise of options granted under the 1995 Plan; and 1,237,500 shares of common stock issuable upon exercise of options granted under the 1999 Plan, which are currently exercisable or will become exercisable within 60 days of May 25, 2007.
- (10) Includes 28,560 shares held by Robert Salmon and Patricia Mertens-Salmon, trustees to the Salmon Trust; and 240 shares held by Patricia Mertens-Salmon, Custodian under UTMA CA. Includes 119,460 shares of common stock issuable upon exercise of options granted under the 1995 Plan; and 529,581 shares of common stock issuable upon exercise of options granted under the 1999 Plan, which are exercisable or will become exercisable within 60 days of May 25, 2007.
- (11) Includes 450,000 shares held in trust by Donald T. Valentine, trustee to the Donald T. Valentine Family Trust. Includes 232,000 shares of common stock issuable upon exercise of currently exercisable options granted under the 1995 Plan; and 150,000 shares of common stock issuable upon exercise of currently exercisable options granted under the 1999 Plan.
- (12) Includes 24,376 shares of common stock issuable upon exercise of currently exercisable options granted under the 1995 Plan. Also includes 914,933 shares of common stock issuable upon exercise of options granted under the 1999 Plan, which are currently exercisable or will become exercisable within 60 days of May 25, 2007. Of the option shares granted under the 1999 Plan, 419,895 shares are held by Jeffrey R. Allen and 495,038 shares are held by Jeffrey R. Allen, as Trustee of the Jeffrey R. Allen 2006 GRAT.
- (13) Includes 20,000 shares of common stock issuable upon exercise of currently exercisable options granted under the 1995 Plan; and 80,000 shares of common stock issuable upon exercise of currently exercisable options granted under the 1999 Plan. Excludes 82,352 shares held by Ms. Bartz's spouse as separate property.
- (14) Common stock issuable upon exercise of currently exercisable options granted under the 1999 Plan.
- (15) Common stock issuable upon exercise of currently exercisable options granted under the 1999 Plan.

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- (16) Common stock issuable upon exercise of currently exercisable options granted under the 1999 Plan.
 - (17) Includes 15,000 shares of common stock issuable upon exercise of currently exercisable options granted under the 1999 Plan, of which 10,000 shares are held by Nicholas G. Moore and 5,000 shares are held by The Moore Family Ventures LP, of which Mr. Moore is General Partner. Also includes 50,000 shares of common stock issuable upon exercise of currently exercisable options granted under the 1999 Plan, of which 35,000 shares are held by Nicholas G. Moore and 15,000 shares are held by The Moore Family Ventures LP, of which Mr. Moore is General Partner.
 - (18) Common stock issuable upon exercise of currently exercisable options granted under the 1999 Plan.
 - (19) Includes 120,000 shares of common stock issuable upon exercise of currently exercisable options granted under the 1999 Plan.

(20) Includes 1,947,552 shares of common stock issuable upon exercise of options granted under the 1995 Plan and 6,513,719 shares of common stock issuable upon the exercise of options granted under the 1999 Plan, which are currently exercisable or will become exercisable within 60 days of May 25, 2007.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires the Company's directors and executive officers and persons who own more than 10% of a registered class of the Company's equity securities to file with the SEC initial reports of ownership and reports of changes in their ownership of common stock and other equity securities of the Company. Officers, directors and greater than 10% stockholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on the review of the copies of such reports furnished to the Company and written representations that no other reports were required, the Company believes that during the fiscal year ended April 27, 2007, its officers, directors and greater than 10% stockholders complied with all Section 16 filing requirements with the following exceptions: each of Mr. Leslie and Mr. Mendoza filed one Form 4 reporting one transaction late.

COMPENSATION DISCUSSION AND ANALYSIS

The Board has delegated to the Compensation Committee of the Board (the Committee) sole authority and responsibility for establishing and overseeing salaries, incentive compensation programs, and other forms of compensation for our executive officers and our other employees and for administering our equity incentive and benefits plans.

The principal components of compensation that we pay to our named executive officers consist of the following:

1. Base salary and standard employee benefits (including our 401(k) plan, health and life insurance plans, and nonqualified deferred compensation program);
2. Cash incentive compensation under the terms of incentive compensation plans established for our senior executive officers (including our named executive officers);
3. Equity compensation in the form of grants of stock options, restricted stock and restricted stock units; and
4. The Executive Retirement Medical Plan for qualifying senior executive officers (including our named executive officers).

Our compensation programs are designed to recruit and retain quality senior executive officers and to motivate and reward our senior executive officers for managing and operating our business in a manner that maximizes stockholder value consistent with good ethical behavior. We use a combination of individual and corporate-wide performance goals and measure these goals on an annual and long-term basis in order to ensure that we achieve our

corporate goals. This compensation discussion and analysis explains the material elements of our compensation for our named executive officers and how our compensation program is designed and operated to help us achieve our corporate goals.

Principles and Objectives of Compensation

Our compensation program is designed to reward employee behaviors that benefit the Company and its stockholders on a day-to-day, periodic and long-term basis. These behaviors include excellence in performing one's duties, collegiality and teamwork in meeting individual- and corporate-wide goals and good ethical behavior in performing one's duties. Our base salary compensation is designed to ensure excellence in the day-to-day management and operation of our business while our cash incentive compensation program rewards behaviors

that support the Company's short-term (typically annual) goals. Our equity award programs target longer term value that we believe should ultimately be expressed as a sustained material increase in our stock price. Our equity awards also represent a key tool for retaining our employees, including our named executive officers. We do so through the granting of equity awards that "vest" over a fixed period of time subject to the continued provision of services by the individual to the Company. Our customary new hire equity award vests over a period of four years, with one-quarter of the total award vesting on the one-year anniversary of the employee's hire date and the balance of the award vesting ratably each month thereafter for the next three years such that the entire award vests in full on the four-year anniversary of the hire date, subject to continued provision of service. Our customary performance equity award vests over a period of four years, vesting ratably each month such that the entire award vests in full on the four-year anniversary of the grant date, subject to continued provision of service.

Our Executive Retirement Medical Plan provides medical coverage beyond the COBRA maximum benefit period to a defined group of retiring executive officers as a fully-insured plan based on minimum age, service and level of responsibility (i.e., executive vice president or above), and was adopted by the Company as a method to retain the defined group of executive officers.

Total compensation is higher for senior executive officers (including our named executive officers) with greater responsibility and greater ability to influence the Company's achievement of targeted results and corporate goals. As an executive's position and responsibility increase, we believe that a greater portion of that executive's total compensation should be performance-based pay that is contingent on the achievement of specific corporate goals. And as an executive's performance-based pay increases with increasing levels of responsibility, we also believe that equity-based compensation should comprise an increasingly higher portion of performance-based compensation and of total compensation. Therefore, our compensation program is structured such that a significant portion of our most senior executives' (and all of our named executive officers') total compensation is tied to long-term appreciation of our stock price.

Administration of Our Compensation Program

The Committee meets periodically throughout the year to manage our compensation program. The Committee determines and approves the principal components of compensation for our named executive officers (including the incentive targets) on an annual basis, typically prior to the beginning of the applicable fiscal year. As part of this process, the Committee establishes targeted total compensation levels (i.e., maximum achievable compensation) for each of our named executive officers. In making its decisions regarding compensation, the Committee obtains the advice and counsel of outside advisors engaged by the Committee. With respect to our named executive officers (other than the CEO), the Committee solicits the input of our chief executive officer, who recommends to the Committee the salary, incentive compensation and equity-based compensation to be paid to our named executive officers. We expect that the Committee will continue to solicit input from our chief executive officer with respect to compensation decisions affecting the other named executive officers and other members of our senior management team. With respect to compensation for our chief executive officer, the Committee deliberates and makes decisions without the presence or participation of the chief executive officer.

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In addition, the Committee typically engages an independent compensation consultant to periodically review our compensation programs, based on both benchmarking of a select group of "peer companies" as well as based on our own internal pay equity parameters and our overall corporate goals. For instance, in connection with its determination of compensation for our fiscal year 2008, the Committee retained an independent compensation consultant to: (1) review and assess the total direct compensation levels provided to our senior management team relative to an appropriate peer group, (2) review and assess our current equity grant guidelines and practices relative to an appropriate peer group and (3) develop future equity grant guidelines and practices for all employees taking into account current trends in compensation. Based on the analysis by the consultant, input from the senior management team and the Committee's deliberations, the Committee approved our compensation plan for fiscal 2008.

The Committee has designed our compensation program in order to recruit and retain quality executives in a competitive labor environment and to motivate those executives to perform the best job possible consistent with good ethical behavior and to do so over a sustained period of time, which we believe will ultimately be expressed in our stock price. The Company offers each of the elements of compensation outlined above to our named executive officers because we believe that all four elements are necessary in order to meet the goals that we have

set for our Company. For instance, if we were to reduce the payments under or eliminate entirely the incentive compensation plan, we would not have an appropriate means to motivate our executives to achieve short-term goals because we would be relying on base salary (which is not tied to specific corporate goals) and equity awards that (because of their vesting) are tied to long-term appreciation of our stock price. Similarly, if we were to reduce or eliminate our equity awards and rely solely on base salary and our incentive compensation plan, our executives might focus their efforts on achieving short-term corporate goals without regard to the creation of long-term value that would be expressed in our stock price.

Factors in Determining Compensation

The primary factors that the Committee takes into consideration in establishing the principal components of compensation of our named executive officers are discussed below. While these are typically the considerations upon which the Committee bases its compensation decisions for our named executive officers, the Committee may, in its discretion, apply entirely different factors, such as different measures of financial performance, for future fiscal years.

Competitive Market Data

In February 2006, the Committee reviewed and approved a peer group of companies to be used for benchmarking and for setting executive compensation. The Compensation Peer Group for fiscal year 2007 was as follows:

3Com Corp.	Cadence Design Systems, Inc.	SanDisk Corp.
Adobe Systems, Inc.	Juniper Networks, Inc.	Synopsys, Inc.
BEA Systems, Inc.	Intuit, Inc.	VeriSign, Inc.
BMC Software, Inc.	LSI Logic Corp.	Xilinx, Inc.
Broadcom Corp.	Quantum Corp.	

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In February 2007, based on the review and recommendations presented by Radford Surveys + Consulting, the Committee reviewed and approved a revised Compensation Peer Group to be used for benchmarking and for setting executive compensation. To determine the appropriate peer group, the Committee considered companies with similar revenue, number of employees, market capitalization and annual growth rates. The median annual revenues for the new peer group are \$2.3B and the group has been increased from 14 to 34 companies. The Committee will periodically review and update the peer group as appropriate. The Compensation Peer Group established for fiscal 2008 is as follows:

Adobe Systems, Inc.	Electronic Arts, Inc.	Palm, Inc.
Agere Systems, Inc.	Gateway, Inc.	Sabre Holdings Corp.
American Power Conversion	Harris Corp.	SanDisk Corp.
ASML Holding N.V.	Intuit, Inc.	Spansion, Inc.
ATI Technologies, Inc.	Juniper Networks, Inc.	Stryker Endoscopy
Atmel Corp.	Level 3 Communications, Inc.	Symantec Corp.
Autodesk, Inc.	Logitech International S.A.	Symbol Technologies, Inc.
Bell Microproducts, Inc.	LSI Logic Corp.	VeriSign, Inc.
Broadcom Corp.	Marvell Technology Group Ltd.	Western Digital Corp.
CA, Inc.	Metavante Corp.	Xilinx, Inc.
Corning, Inc.	National Semiconductor	
eBay, Inc.	NVIDIA Corp.	

Base Salary

In setting the base salary for each named executive officer, the Committee considers the executive's qualifications and experience, scope of responsibilities, future potential contributions to the Company, the goals

and objectives of the executive, and the executive's past performance. In addition, the Committee reviews published compensation survey data for the industry, engages compensation consultants to perform customized studies for the Committee and reviews internal pay equity. The base salary for each named executive officer is designed to be competitive with salary levels for comparable positions in the published surveys as well as to reflect the individual's personal performance and internal alignment considerations. The relative weight given to each factor varies with each individual at the sole discretion of the Committee. For the 2007 fiscal year, the base salary of the Company's named executive officers ranged from the 50th percentile to the 65th percentile of the base salary levels in effect for comparable positions in the then surveyed compensation data for the former peer group, which consisted of smaller revenue-sized companies. For the 2008 fiscal year, we expect that the base salary of the Company's named executive officers will remain within the 50th percentile range for the more comparably sized new peer group. In addition, for the named executive officers, we establish base salaries at a level so that a significant portion (generally 50% or more) of the executive's total compensation is performance-based (i.e., cash incentive and/or equity awards), and, therefore, in connection with its determination of increases or decreases in total compensation for our named executive officers, the Committee reviews the executive's current total compensation package in order to ensure that any change in annual base salary is properly balanced relative to those portions of his total compensation that consist of incentive compensation and equity awards.

While base salary levels (along with all other components of a named executive officer's compensation) are typically set at fixed and consistent points in our fiscal year cycle, under certain circumstances, the Committee will revise base salary levels when those levels are not consistent with the Company's overall compensation policies or are not competitive enough to attract higher quality employees. For instance, on January 12, 2007, a compensation consultant engaged by the Committee reviewed the compensation for the positions of the President and Executive Vice President of Field Operations and Senior Vice President of Worldwide Sales. Based on the results of the consultant's analysis, the Committee concluded that the fiscal 2007 base salary and incentive compensation for two of our named executive officers (Messrs. Mendoza and Salmon, President and Executive Vice President of Field Operations, respectively) were below market (based on a review of peer companies) and below the Company's own compensation target range. Therefore, the Committee increased Mr. Mendoza's annual base salary from \$425,000 to \$535,000, and Mr. Salmon's annual base salary from \$400,000 to \$450,000 (and also increased their respective

incentive compensation plan target amounts) to better align their salaries with the external market as well as with the Company's own internal compensation parameters. The Company similarly increased Mr. Georgens' annual base salary from \$400,000 to \$450,000 effective January 29, 2007 in connection with his promotion to Executive Vice President of Product Operations, a position comparable to that of Executive Vice President of Field Operations.

Incentive Compensation Plan

We have not historically paid any automatic or guaranteed cash incentives to our employees, including our named executive officers. The Committee believes that a cash incentive compensation plan that is tied to operational performance metrics can better serve to motivate the Company's named executive officers and employees to achieve annual performance goals because such a plan uses more immediate measures for performance than those reflected in the appreciation in value of equity awards while still putting receipt of such compensation "at risk". The Committee administers the incentive compensation plan on a yearly basis and authorizes payment of the incentive compensation payouts at the end of a particular fiscal year and creates a new, similarly structured plan for the succeeding fiscal year. The Committee determines the specific targets for each of our named executive officers based on the same criteria used to set base salary.

Under the 2007 incentive compensation plan, our senior executive officers (including all of our named executive officers) are eligible to receive annual performance-based cash compensation based on such individuals' assigned target incentive compensation levels (which are expressed as a percentage of actual annual base salary earnings) and the funding of the 2007 Plan, the funding of which is determined based on the Company achieving operating profits. For the fiscal year ended April 27, 2007, the Company actually achieved 103.9% of its fiscal 2007 plan. The incentive compensation-to-operating profit payout ratio is 10 for 1 above 100% of the Company's target operating profit goal. Therefore, for each incremental percentage point of corporate operating profit beyond 100% of the Company's targeted operating profit goal for fiscal 2007, each eligible executive officer receives additional cash compensation equal to 10% of his actual annual base salary earnings, up to a limit that is

based on the particular individual's assigned target incentive level. For instance, our CEO is eligible to receive a target incentive of 100% of his actual annual base salary earnings through this incentive program, illustrated as follows:

Percent of Operating Profit Target	Percent of Incentive Compensation Target Payout
120%	200%
110%	200%
105%	150%
102%	120%
100%	100%
98%	92%
95%	79%
90%	58%
80%	15%

For our other named executive officers, these target levels for fiscal year 2007 range from 60% to 85% of base earnings. All executives' awards are capped at 2.0x target.

Long-Term Stock-Based Incentive Compensation

The Committee has the authority to grant stock options, restricted stock and restricted stock units (RSUs) to our named executive officers under our Amended and Restated 1995 Stock Incentive Plan and our Amended and Restated 1999 Stock Option Plan. These grants are designed to align the interests of each executive officer with those of the stockholders and provide each executive officer with a significant incentive to manage the Company from the perspective of an owner with an equity stake in the business. Each stock option grant allows the executive officer to acquire shares of the Company's common stock at a fixed price per share (the market price on the grant date) over a specified period of time (up to seven years), thus providing a return to the executive officer only if the market price of the shares appreciates over the option term, and the officer continues to be employed by the Company. The size of the option grant to each executive officer is designed to create a meaningful opportunity for stock ownership

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and is based a number of factors, of which the principal ones are the executive officer's current position with the Company, external comparability with option grants made to executive officers based on published surveys, internal comparability with option grants made to other executive officers within the Company, the executive officer's current level of performance and the executive officer's potential for future responsibility and promotion over the option term. The Committee also takes into account the number of vested and unvested options and RSUs held by the executive officer in order to maintain an appropriate level of equity incentive for the individual. However, the Committee does not adhere to any specific guidelines as to the relative option holdings of the Company's executive officers.

Since May of 2003, we have occasionally granted restricted stock and RSUs in addition to stock options in unique situations when retention was of key strategic importance. As with the granting of stock options, restricted stock and RSU grants allow us to align the interests of each named executive officer with those of the stockholders and provide each individual with a significant incentive to manage the Company from the perspective of an owner with an equity stake in the business. Restricted stock and RSUs vest annually over four years and, because the restricted stock and RSU entails actual ownership of our common stock without the need to "exercise", our restricted stock and RSU grants are proportionally smaller than our stock option grants, though the size of the restricted stock and RSU grant for each executive officer is still determined based on the same factors used to determine stock option grants described in the immediately preceding paragraph.

Pricing of and Accounting for Equity Awards

All grants of stock options to our executive officers, employees, and directors have exercise prices equal to or exceeding the fair market value of the underlying shares of common stock on the grant date, as determined by our Board. All equity-based awards have been reflected in our consolidated financial statements, based on the applicable accounting guidance. Previously, we accounted for equity compensation paid to our employees and directors using the intrinsic value method under APB Opinion No. 25 and FASB Financial Interpretation No. 44, *Accounting for Certain Transactions Involving Stock Compensation* an Interpretation of APB Opinion No. 25. Under the intrinsic value method, no stock-based compensation was recognized in our consolidated statements of operations for options granted to our directors, employees, consultants and others because the exercise price of the stock options equaled or exceeded the fair market value of the underlying stock on the dates of grant. Effective May 1, 2006, we adopted FAS 123R using the modified prospective method. Under this method, stock-based compensation expense is recognized using the fair-value based method for all awards granted on or after the date of adoption of FAS 123R. FAS 123R requires us to estimate and record an expense over the service period of the stock-based award.

Policies Regarding Timing of Equity Award Grants

Except in extraordinary circumstances as approved by the Committee, we grant stock options and restricted stock and RSUs to all of our employees (including our named executive officers) on fixed dates. If the named executive officer is a new hire and is receiving an initial grant in connection with the commencement of employment, the grant to such individual will be effective on the 15th (or the first business day following the 15th, in the event that the 15th falls on a weekend or holiday) of the month that immediately follows the month in which the individual first commences employment with us. Regardless of the date of grant, the vesting commencement date is still the actual first day of employment. For named executive officers who receive promotion or retention grants, such grants will be effective on the 15th (or the first business day following the 15th, in the event that the 15th falls on a weekend or holiday) of the month that immediately follows the month in which the Committee approves the grant for such individual. Annual stock option and restricted stock grants to named executive officers are effective on June 1st (or the first business day following June 1st, in the event that June 1st falls on a weekend or holiday).

We do not have a policy or practice in place to grant equity awards that are timed to precede or follow the release or withholding of material non-public information.

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Other Compensation for Named Executive Officers

Severance and Change-of-Control Arrangements

We do not enter into employment, severance or change-of-control agreements with any of our named executive officers. However, we do have contractual obligations to provide three of our named executive officers with severance benefits in certain circumstances. Specifically, the stock options granted to each of Daniel J. Warmenhoven, our Chief Executive Officer, Thomas F. Mendoza, our President, and Steven J. Gomo, our Executive Vice President of Finance and Chief Financial Officer, under the Discretionary Option Grant Programs of our Amended and Restated 1995 Stock Incentive Plan and our Amended and Restated 1999 Stock Option Plan will immediately accelerate and vest in full in the event that such individual's employment with the Company terminates in connection with an acquisition of the Company pursuant to a merger or reorganization of the Company or a sale of all or substantially all of the Company's assets. Providing accelerated vesting in the event of a change in control is designed to align the interests of these key executives with those of the stockholders in connection with potentially advantageous offers to acquire the Company.

The Company also has a general severance policy applicable to all employees (including the named executive officers) providing for additional weeks of pay based on years of service, plus periods of access to a career center and office resources, one-on-one coaching, and access to an online database.

Perquisites

The Company's named executive officers are eligible to participate in the Company's Executive Retirement Medical Plan, which provides medical coverage beyond the COBRA maximum benefit period to a defined group of retiring executive officers as a fully-insured plan based on minimum age, service and level of responsibility (i.e., executive vice president or above), and was adopted by the Company as a method to retain the defined group of executive officers. Our named executive officers are also entitled to a preventive care medical benefit not available to non-executives up to \$2,500 per calendar year.

Other Benefits and Reimbursements

Named executive officers are eligible to participate in all of our employee benefit plans, such as medical, dental, vision, group life and accidental death and dismemberment insurance and our 401(k) plan, in each case on the same basis as other employees. We offer up to \$3,000 in a matching contribution under our 401(k) plan to each employee. The only retirement benefits that we offer our named executive officers are those under the Executive Retirement Medical Plan.

The Board of Directors has adopted a travel policy whereby the Company's CEO and President are permitted for business travel to fly private or charter aircraft within certain limitations. The CEO and President are two of the most frequently traveled senior executive officers of the Company and are often required to travel on extremely short notice and to areas that have limited access to commercial flights. Because the reimbursement is for business travel only and is integrally and directly related to the performance of the executives' duties, the Company's reimbursement is not compensation or a perquisite. Subject to an annual cap of \$500,000, the CEO is reimbursed for expenses incurred in the operation of his privately owned aircraft when used for Company business, provided such expenses do not exceed the rate charged for equivalent commercial charter travel. For further details, see the *Certain Transactions with Related Parties* section of this proxy statement. The President is reimbursed for the actual cost of chartering an aircraft for his qualified business travel as defined in the policy and is also subject to an annual cap of \$500,000.

Tax Deductibility of Compensation

Section 162(m) of the Code generally disallows a tax deduction to publicly held companies for compensation paid to certain executive officers, to the extent that compensation exceeds \$1 million per officer in any year. The Company generally seeks to maximize the deductibility for tax purposes of all elements of compensation. The compensation paid to the CEO for the 2007 fiscal year did exceed the \$1 million limit per officer, and it is expected the compensation to be paid to the CEO for the 2008 fiscal year will also exceed that limit. Our Amended and Restated 1995 Stock Incentive Plan and our Amended and Restated 1999 Stock Option Plan are structured so that any compensation deemed paid to an executive officer in connection with the exercise of his or her outstanding

options under each such plan will qualify as performance-based compensation which will not be subject to the \$1 million limitation. The Board has decided at this time to amend the Executive Compensation Plan to restructure the elements of such compensation payable to the Company's executive officers, as set forth in Proposal No. 5, in order to allow for a deduction under 162(m). The Company does not believe the amount of compensation in excess of \$1 million will be significant. However, the Committee periodically reviews applicable tax provisions, such as Section 162(m), and may revise compensation plans from time to time to maximize deductibility.

The information contained in the following Report of the Compensation Committee of the Board of Directors on Executive Compensation shall not be deemed to be soliciting material or to be filed with the Securities and Exchange Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates it by reference in such filing.

REPORT OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS ON EXECUTIVE COMPENSATION

The Compensation Committee of the Board of Directors (the Committee) has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based upon such review and discussions, the Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

Submitted by the Compensation Committee
of the Board of Directors:

Carol A. Bartz, Chairman
Mark Leslie
Robert T. Wall

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COMPENSATION OF EXECUTIVE OFFICERS

Summary Compensation Table

The table below summarizes the compensation information for the named executive officers for the fiscal year ended April 27, 2007.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) (1)	Option Awards (\$) (2)	Non-equity Incentive Plan Compensation (\$) (3)	Change in Pension Value and Nonqualified Deferred	All Other Compensation (\$) (5)
							Earnings Compensation (\$) (4)	
Daniel J. Warmenhoven Chief Executive Officer	2007	\$ 709,615	□	□	\$ 3,714,835	\$ 986,365(6)	\$ 1,016,567	\$ 2,600
Steven J. Gomo Executive Vice President and Chief Financial Officer	2007	\$ 366,923	□	□	\$ 968,340	\$ 306,013(7)	□	\$ 1,416
Thomas Georgens Executive Vice President, Product Operations	2007	\$ 405,769	□	\$ 138,569	\$ 2,551,575	\$ 451,215(8)	□	\$ 907
Thomas F. Mendoza President	2007	\$ 440,385	□	□	\$ 2,337,808	\$ 520,314(9)	□	\$ 2,600
Robert E. Salmon Executive Vice President, Field Operations	2007	\$ 405,769	□	\$ 169,427	\$ 1,721,628	\$ 451,215(10)	□	\$ 907

(1)

Stock awards consist of Restricted Stock and RSU□s. The amounts shown represent the compensation cost recognized for financial statement reporting purposes in accordance with FAS 123R for stock awards for the fiscal year ended April 27, 2007. The amounts

disregard estimates of forfeitures that are included in the financial reporting. The total fair value of each award is calculated as of the grant date and expensed in the financial statements over the service period of the award. The amounts shown include ratable amounts expensed for stock awards that were granted in fiscal years 2006 and 2007. Assumptions used in the valuations of these awards are included in Note 7 of the Company's Annual Report on Form 10-K. These amounts do not correspond to actual value that may be realized by the named executive officers.

- (2) The amounts shown represent the compensation cost recognized for financial statement reporting purposes in accordance with FAS 123R for stock option awards for the fiscal year ended April 27, 2007. The amounts disregard estimates of forfeitures that are included in the financial reporting. The total fair value of each award is calculated as of the grant date and expensed in the financial statements over the service period of the award. The amounts shown include ratable amounts expensed for option awards that were granted in fiscal years 2003 through 2007. Assumptions used in the valuations of these awards are included in Note 7 of the Company's Annual Report on Form 10-K for the fiscal year ended April 27, 2007, as filed with the SEC on June 26, 2007. These amounts do not correspond to actual value that may be realized by the named executive officers.
- (3) Amounts shown consist of payouts under the Non-equity Incentive Compensation Plan paid based upon the Company achieving 103.9% of its fiscal 2007 plan.
- (4) Amounts consist of executive contributions plus aggregate earnings in the last fiscal year. Deferrals are placed at the participant's direction into a variety of publicly traded mutual funds. These amounts are also reported in the Nonqualified Deferred Compensation Table below under the columns entitled "Executive Contributions in the Last Fiscal Year" and "Aggregate Earnings in the Last Fiscal Year."
-
- (5) The amounts shown represent the imputed income of term life insurance in excess of \$50,000.
- (6) Based upon the Company achieving 103.9% of its targeted operating profit, Mr. Warmenhoven received 139% of his nonequity incentive compensation target, which is 139% of his base compensation earnings for fiscal 2007.
- (7) Based upon the Company achieving 103.9% of its targeted operating profit, Mr. Gomo received 139% of his nonequity incentive compensation target, which is 83% of his base compensation earnings for fiscal 2007.
- (8) Based upon the Company achieving 103.9% of its targeted operating profit, Mr. Georgens received 139% of his nonequity incentive compensation target, which is 111% of his base compensation earnings for fiscal 2007.
- (9) Based upon the Company achieving 103.9% of its targeted operating profit, Mr. Mendoza received 139% of his nonequity incentive compensation target, which is 118% of his base compensation

earnings for fiscal 2007.

- (10) Based upon the Company achieving 103.9% of its targeted operating profit, Mr. Salmon received 139% of his nonequity incentive compensation target, which is 111% of his base compensation earnings for fiscal 2007.

Grants of Plan-Based Awards

The table below summarizes information concerning all plan-based awards granted to the named executive officers during fiscal 2007, which ended on April 27, 2007.

Name	Grant Date	Estimated Future Payouts Under Non-equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards (\$/Sh) (5)
		Threshold (\$)	Target (\$) (2)	Maximum (\$) (3)	Threshold (#)	Target (#)	Maximum (#)	(#)	(#) (4)	
Daniel J. Warmenhover	6/1/2006 3/23/2007	□ □	□ \$ 1,023,750	□ \$ 2,047,500	□ □	□ □	□ □	□ □	450,000(7)	\$ 32.50
Steven J. Gomo	6/1/2006 3/23/2007	□ □	□ \$ 453,750	□ \$ 907,500	□ □	□ □	□ □	□ □	100,000(7)	\$ 32.50
Thomas Georgens	6/1/2006 3/23/2007	□ □	□ \$ 536,250	□ \$ 1,072,500	□ □	□ □	□ □	□ □	100,000(7)	\$ 32.50
Thomas F. Mendoza	6/1/2006 3/23/2007	□ □	□ \$ 700,500	□ \$ 1,401,000	□ □	□ □	□ □	□ □	150,000(7)	\$ 32.50
Robert E. Salmon	6/1/2006 1/16/2007 1/16/2007 3/23/2007	□ □ □ □	□ □ □ \$ 536,250	□ □ □ \$ 1,072,500	□ □ □ □	□ □ □ □	□ □ □ □	□ □ 30,000(9) □	100,000(7) 125,000(8)	\$ 32.50 \$ 39.83 \$ 0.001

- (1) Amounts shown in these columns represent the range of possible cash payouts for each named executive officer under the Company's Non-equity Incentive Plan, as determined by the Compensation Committee at its March 2007 meeting.

(2)

The estimated payouts are based upon the Company achieving 100% of its targeted operating profit for fiscal 2008.

(3) The Non-equity Incentive Plan is capped at a maximum of 200% of the target cash payouts for the applicable fiscal year.

(4) The exercise price for all options granted to the named executive officers is 100% of the fair market value of the shares on the grant date. Regardless of the value placed on a stock option by FAS 123R on the grant date, the actual value of the option will depend on the market value of the Company's common stock at the date in the future when the option is exercised.

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(5) The exercise price may be paid in cash or in shares of common stock valued at fair market value on the exercise date

(6) The amounts shown represent the total fair value of the award calculated as of the grant date in accordance with FAS 123R. This amount is expensed in the financial statements over the service period of the award. Assumptions used in the valuations of these awards are included in Note 7 of the Company's Annual Report on Form 10-K for the fiscal year ended April 27, 2007, as filed with the SEC on June 26, 2007. These amounts do not correspond to actual value that may be realized by the named executive officers.

(7) The stock option was granted under the Discretionary Option Grant Program of the 1999 Plan. The option has a maximum term of seven (7) years measured from the grant date, subject to earlier termination upon the Officer's cessation of service with the Company. Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month anniversary of the grant date.

(8) The stock option was granted under the Discretionary Option Grant Program of the 1995 Plan. The option has a maximum term of seven (7) years measured from the grant date, subject to earlier termination upon the Officer's cessation of service with the Company. Option vests in a series of equal monthly installments over 48 months of service beginning with the one-month anniversary of the grant date.

(9) The restricted stock award was granted under the Stock Issuance Program of the 1995 Plan. The fair market value of the Company's common stock on the grant date was \$39.83. The named executive officer paid \$.001 for the restricted shares, which is the par value of the Company's common stock. The restrictions lapse over four years at the rate of 25% of the shares on each annual anniversary of the grant date, subject to repurchase upon the Officer's cessation of service with the Company.

Outstanding Equity Awards at Fiscal Year End

The following table sets forth information regarding stock options and stock awards held by the named executive officers as of April 27, 2007.

		Option Awards		Stock Awards	
				Market Value	
Number of	Number of			Number	of
Securities	Securities			of Shares	or
Underlying	Underlying			or Units of	Units
Unexercised	Unexercised	Option		Stock That	That

Name	Options (#)	Options (#)	Exercise Price	Option	Option	Have Not	Have Not
	Exercisable	Unexercisable	(\$)	Grant Date	Expiration Date	Vested (#)	Vested (\$)(1)
Daniel J. Warmenhoven	44,352		\$ 4.508	4/30/1998	4/29/2008		
	950,00		\$ 11.250	5/24/1999	5/23/2009		
	2,648		\$ 14.167	1/3/2000	1/2/2010		
	500,000		\$ 53.907	2/1/2000	1/31/2010		
	2,187		\$ 17.146	1/2/2001	1/1/2011		
	800,000		\$ 20.160	4/26/2001	4/25/2011		
	3,153		\$ 7.927	1/2/2002	1/1/2012		
	240,000		\$ 15.320	2/7/2002	2/6/2012		
	120,000		\$ 15.320	2/7/2002	2/6/2012		
	400,000		\$ 9.990	11/1/2002	10/31/2012		
	7,009		\$ 3.567	1/2/2003	1/1/2013		
	391,666	8,334(2)	\$ 15.711	5/9/2003	5/8/2013		
	3,617		\$ 6.910	1/2/2004	1/1/2014		
	212,500	87,500(3)	\$ 19.220	6/17/2004	6/16/2014		
	160,416	189,584(4)	\$ 29.240	6/1/2005	5/31/2015		
	93,750	356,250(5)	\$ 32.500	6/1/2006	5/31/2013		

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Name	Option Awards				Stock Awards		
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Grant Date	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(1)
Steven J. Gomo	100,000		\$ 7.449	8/12/2002	8/11/2012		
	100,000		\$ 9.990	11/1/2002	10/31/2012		
	78,333	1,667(2)	\$ 15.711	5/9/2003	5/8/2013		
	65,625	24,375(6)	\$ 19.170	5/3/2004	5/2/2014		
	32,291	17,709(7)	\$ 20.610	9/2/2004	9/1/2014		
	32,083	37,917(4)	\$ 29.240	6/1/2005	5/31/2015		
	20,833	79,167(5)	\$ 32.500	6/1/2006	5/31/2013		
Thomas Georgens	108,999(2)	250,001(8)	\$ 27.810	11/15/2005	11/14/2015	15,000(9)	\$ 567,150
	20,833	79,167(5)	\$ 32.500	6/1/2006	5/31/2013		
Thomas F. Mendoza	300,000		\$ 53.907	2/1/2000	1/31/2010		
	75,000		\$ 58.000	5/10/2000	5/9/2010		
	41,667		\$ 9.990	11/1/2002	10/31/2012		
	40,624	3,126(2)	\$ 15.711	5/9/2003	5/8/2013		
	726,041	123,959(10)	\$ 24.690	10/31/2003	10/30/2013		
	10,417	54,167(4)	\$ 29.240	6/1/2005	5/31/2015		
	15,625	118,750(5)	\$ 32.500	6/1/2006	5/31/2013		
Robert E. Salmon	24,000		\$ 18.500	11/1/1999	10/31/2009	7,500(14)	\$ 283,575
	2,648		\$ 14.167	1/3/2000	1/2/2010	30,000(15)	\$ 1,134,300
	150,000		\$ 53.907	2/1/2000	1/31/2010		
	2,187		\$ 17.146	1/2/2001	1/1/2011		
	100,000		\$ 20.160	4/26/2001	4/25/2011		
	30,000		\$ 15.320	2/7/2002	2/6/2012		
	25,000		\$ 15.320	2/7/2002	2/6/2012		
	2,500		\$ 9.990	11/1/2002	10/31/2012		
	73,437	1,563(2)	\$ 15.711	5/9/2003	5/8/2013		
	87,500	32,500(6)	\$ 19.170	5/3/2004	5/2/2014		
	32,291	17,709(11)	\$ 20.610	9/2/2004	9/1/2014		

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32,083	37,917(4)	\$ 29.240	6/1/2005	5/31/2015	□	□
23,437	51,563(12)	\$ 34.240	3/15/2006	3/14/2016	□	□
20,833	79,167(5)	\$ 32.500	6/1/2006	5/31/2013	□	□
7,812	117,188(13)	\$ 39.830	1/16/2007	1/15/2014	□	□

(1) The market value for unvested restricted stock awards is calculated based on a market value of \$37.81, the closing price of the Company's common stock on April 27, 2007, multiplied by the number of shares.

(2) 1/48th of the option shares vest monthly over four years measured from the grant date. The option will be fully vested on May 9, 2007

(3) 25% of the option shares vested one year after the grant date on June 17, 2005 and 1/48th of the shares vest monthly thereafter. The option will be fully vested on June 17, 2008

(4) 1/48th of the option shares vest monthly over four years measured from the grant date. The option will be fully vested on June 1, 2009

(5) 1/48th of the option shares vest monthly over four years measured from the grant date. The option will be fully vested on June 1, 2010

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(6) 1/48th of the option shares vest monthly over four years measured from the grant date. The option will be fully vested on May 3, 2008

(7) 50% of the option shares vested two years after the grant date on September 2, 2006 and 1/48th of the shares vest monthly thereafter. The option will be fully vested on September 2, 2008

(8) 25% of the option shares vested one year from the officer's date of hire on October 17, 2006 and 1/48th of the shares vest monthly thereafter. The option will be fully vested on October 17, 2009

(9) 25% of the shares vested one year after the grant date on November 15, 2006 and 25% of the shares will vest annually thereafter. All shares will be fully vested on November 15, 2009

(10) 25% of the option shares vested one year from the grant date on October 31, 2004 and 1/48th of the shares vest monthly thereafter. The option will be fully vested on October 31, 2007

(11) 25% of the option shares vested one year from the grant date on September 2, 2005 and 1/48th of the shares vest monthly thereafter. The option will be fully vested on September 2, 2008

(12) 25% of the option shares vested on January 9, 2007 and 1/48th of the shares vest monthly thereafter. The option will be fully vested on January 9, 2010

(13) 1/48th of the option shares vest monthly over four years measured from the grant date. The option will be fully vested on January 16, 2011

(14)

25% of the shares vested one year after the grant date on March 22, 2007 and 25% of the shares will vest annually thereafter. All shares will be fully vested on March 22, 2010

- (15) 25% of the shares will vest one year after the grant date on January 16, 2008 and 25% of the shares will vest annually thereafter. All shares will be fully vested on January 16, 2011

Option Exercises and Stock Vested for Fiscal 2007

The following table provides information regarding options and stock awards exercised and vested, respectively, and value realized for each of the named executive officers during the fiscal year which ended on April 27, 2007.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)(1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)(2)
Daniel J. Warmenhoven	723,424	\$ 23,276,322	□	□
Steven J. Gomo	100,000	\$ 2,696,100	□	□
Thomas Georgens	41,000	\$ 445,054	5,000(3)	\$ 190,000
Thomas F. Mendoza	51,041	\$ 532,502	□	□
Robert E. Salmon	10,000	\$ 270,570	7,500(4)	\$ 279,225

- (1) Based on the market price of the Company's common stock on the date of exercise less the option exercise price paid for those shares, multiplied by the number of shares for which the option was exercised
- (2) Based on the market price of the Company's common stock on the vesting date, multiplied by the number of shares vested
- (3) Of this amount, 1,787 shares were withheld by the Company from those vested to satisfy tax withholding requirements
- (4) Of this amount, 893 shares were withheld by the Company from those vested to satisfy tax withholding requirements

Nonqualified Deferred Compensation

Under the Company's Deferred Compensation Plan, key employees, including the named executive officers, may defer from 1% to 100% of the compensation they receive. The Deferred Compensation Plan allows contributions on a tax deferred basis in excess of IRS limits imposed on 401(k) Plans as permitted and in compliance with Section 409(a). Eligible employees may defer an elected percentage of eligible earnings which include Base Salary, Sales Incentive Compensation, and Company Incentive Compensation. Eligible employees are director level and higher employees who are on the U.S. payroll. Elections made under the Deferred Compensation Plan are irrevocable for the period (plan year) to which they apply, and cannot be changed or terminated. If no new election is made for a subsequent plan year, the election will be 0%. Previous elections do not carry forward.

Interest (earnings) are not calculated by the Company or related to the Company's earnings in the last fiscal year. Instead, deferrals are placed (at the participant's direction) into a variety of publicly traded mutual funds administered through Fidelity Investments. The mutual funds available mirror those in the Company 401(k) Plan. Available mutual funds are selected and monitored by the 401(k) Committee which is comprised of a group of executives (none of whom are named executive officers), with input from an outside Investment Advisor as well as Fidelity Investment Advisors. Participants are permitted to make changes to their investment choices (but not their deferral percentages) at any time, but always within the family of publicly traded mutual funds. Neither Company stock nor any individual stock are included among the investment choices. However, it is possible that Company stock may comprise a percentage of the various investments held by the publicly traded mutual funds.

At the time of initial election, the participant must also elect a distribution option. Distribution options include a Separation Account (paid six months after termination of employment) or an In-Service Account (paid at a specified fixed future date). Participants are not permitted to change the timing of a Separation Account. In-Service Account distributions begin on January 15 of the specified year, and deferrals must be at least two years old before distribution can begin. Participants are permitted to delay the timing of an In-Service Account, but any such modification to timing must delay the distribution for at least five years.

The following table represents the executive contributions, earnings and account balances for the named executive officers in the Deferred Compensation Plan.

NON-QUALIFIED DEFERRED COMPENSATION

Name	Executive Contributions in the Last Fiscal Year (\$) (1)	Company Contributions in the Last Fiscal Year (\$) (2)	Aggregate Earnings in the Last Fiscal Year (\$)	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at end of the Last Fiscal Year (\$)
Daniel J. Warmenhoven(3)	\$870,724	□	\$145,843	□	\$1,200,503
Steven J. Gomo	□	□	□	□	□
Thomas Georgens	□	□	□	□	□
James K. Lau	□	□	□	□	□
Thomas F. Mendoza	□	□	□	□	□
Robert E. Salmon	□	□	□	□	□

(1) Represents amounts deferred, which is reported as compensation to Mr. Warmenhoven in the Summary Compensation Table.

(2) The Company does not make contributions to the Deferred Compensation Plan.

(3) Mr. Warmenhoven is the only named executive officer who participated in the Deferred Compensation Plan in fiscal 2007.

Pension Benefits

The Company does not provide pension benefits or a defined contribution plan to the named executive officers other than the tax-qualified 401(k) plan.

Potential Payments upon Termination or Change in Control

The Company does not presently have any employment contracts or severance arrangements in effect with the Chief Executive Officer or any of the other named executive officers included in the Summary Compensation Table.

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Under the terms of the 1995 Plan and the 1999 Plan, each outstanding option held by the Chief Executive Officer, the other executive officers, and employees of the Company under the Discretionary Option Grant Program of the 1995 Plan or the 1999 Plan will automatically accelerate in full, and all unvested shares of common stock held by such individuals under the 1995 Plan or the 1999 Plan will immediately vest in full, upon an acquisition of the Company by merger or asset sale, except to the extent such options are to be assumed by, and the Company's repurchase rights with respect to those shares are to be assigned to, the successor corporation.

In addition, the Compensation Committee as Plan Administrator of the 1995 Plan and/or the 1999 Plan has the authority to provide for the accelerated vesting of the shares of common stock subject to outstanding options held by the Chief Executive Officer or any other executive officer, and the shares of common stock subject to direct issuances held by such individual, in connection with the termination of the officer's employment following (i) a merger or asset sale in which those options are assumed and the Company's repurchase rights with respect to unvested shares are assigned, or (ii) certain other changes in control or ownership of the Company. Pursuant to such authority, the options granted to Daniel J. Warmenhoven, Chief Executive Officer; Thomas F. Mendoza, President; and Steven J. Gomo, Executive Vice President Finance and Chief Financial Officer, under the Discretionary Option Grant Programs of the 1995 Plan and the 1999 Plan, will immediately vest in full in the event of their termination of employment in connection with an acquisition of the Company by merger or asset sale.

The following table provides information on the value of fully accelerated options, applying the assumption that the termination of employment as described above took place on April 27, 2007, the last day of fiscal year 2007.

Name	Grant Date	Exercise Price per Share (\$/Sh)	Vested Shares (#)	Unvested Shares Subject to Acceleration (#)	Total Price	Total Market Value	Net Value on
					Unvested/ Accelerated Shares (\$)	Unvested/ Accelerated Shares (\$ (1))	Triggering Event (\$ (2))
Daniel J. Warmenhoven	5/9/2003	\$15.71	391,666	8,334	\$ 130,935	\$ 315,109	\$ 184,174
	6/17/2004	\$19.22	212,500	87,500	\$ 1,681,750	\$ 3,308,375	\$ 1,626,625
	6/1/2005	\$29.24	160,416	189,584	\$ 5,543,436	\$ 7,168,171	\$ 1,624,735
	6/1/2006	\$32.50	93,750	356,250	\$ 11,578,125	\$ 13,469,813	\$ 1,891,688
Steven J. Gomo	5/9/2003	\$15.71	78,333	1,667	\$ 26,190	\$ 63,029	\$ 36,839
	5/3/2004	\$19.17	65,625	24,375	\$ 467,269	\$ 921,619	\$ 454,350
	9/2/2004	\$20.61	32,291	17,709	\$ 364,982	\$ 669,577	\$ 304,595
	6/1/2005	\$29.24	32,083	37,917	\$ 1,108,693	\$ 1,433,642	\$ 324,949
	6/1/2006	\$32.50	20,833	79,167	\$ 2,572,928	\$ 2,993,304	\$ 420,378
Thomas F. Mendoza	5/9/2003	\$15.71	146,874	3,126	\$ 49,113	\$ 118,194	\$ 69,081
	10/31/2003	\$24.69	726,041	123,959	\$ 3,060,548	\$ 4,686,890	\$ 1,626,342
	6/1/2005	\$29.24	45,833	54,167	\$ 1,583,843	\$ 2,048,054	\$ 464,211
	6/1/2006	\$32.50	31,250	118,750	\$ 3,859,375	\$ 4,489,938	\$ 630,563

- (1) The market value of the accelerated option shares is calculated as the fair market value of the Company's common stock on April 27, 2007, which was \$37.81 as reported on the NASDAQ Global Select Market, multiplied by the number of shares accelerated.
- (2) The net value of the accelerated option shares is calculated as difference between the market value of the accelerated option shares and the exercise price.

Equity Compensation Plan Information

The following table provides information as of April 27, 2007, with respect to the shares of the Company's common stock that may be issued under the Company's existing equity compensation plans. The table does not include information with respect to shares subject to outstanding options and awards granted under equity compensation plans assumed by the Company in connection with mergers and acquisitions of the companies that originally granted those options and awards. Footnote (8) to the table sets forth the total number of shares of the Company's common stock issuable upon the exercise of those assumed options and awards as of April 27, 2007, and the weighted average exercise price.

	A	B	C
	Number of Securities		Number of Securities
	to Be Issued upon	Weighted Average Exercise Price	Remaining Available for Future Issuance
	Exercise of Outstanding Options	of Outstanding Options	Under Equity Compensation Plans (Excluding Securities Reflected in Column A)
	and RSU Awards		
Equity Compensation Plans Approved by Stockholders(1)	62,451,522(2)	\$30.38(3)	25,436,999(4)
Equity Compensation Plans Not Approved by Stockholders(5)	588,037	\$14.41(6)	1,796,859(7)
Total(8)	63,039,559	\$30.25(9)	27,233,858

- (1) The category consists of the 1995 Plan, the 1999 Plan and the Purchase Plan.
- (2) Excludes purchase rights accruing under the Company's Purchase Plan. The Purchase Plan was approved by the stockholders in connection with the initial public offering of the Company's common stock. Under the Purchase Plan, each eligible employee may purchase up to 1,500 shares of common stock at semiannual intervals on the last business day of May and November each year at a purchase price per share equal to 85% of the lower of (i) the closing selling price per share of common stock on the employee's entry date into the two- year offering period in which that semiannual purchase date occurs, or (ii) the closing selling price per share on the semiannual purchase date. In no event, however, may more than 1,000,000 shares be issued in total on any one purchase date.
- (3) The weighted average exercise price including outstanding options and RSU awards is \$29.72 per share.
- (4) Includes 16,704,694 shares of common stock available for issuance under the 1999 Plan, of which 1,150,887 shares may be issued as RSUs; 4,466,529 shares available for issuance under the 1995 Plan, of which 355,007 shares may be issued as RSUs; and 4,265,776 shares available for issuance under the Purchase Plan.
- (5) The category consists of the Special Nonofficer Stock Option Plan and the Spinnaker Networks, Inc. 2000 Stock Plan. The Special Nonofficer Stock Option Plan was adopted by the Board on April 30, 1997 and will expire in December 2007. Eligible participants are employees of the Company who are neither officers nor members of the Board. All options granted under the Special Nonofficer Stock Option Plan are nonstatutory options with an exercise price not less than 100% of the fair market value per share of the Company's

common stock on the grant date. The Spinnaker Networks Inc. 2000 Stock Plan was assumed by the Company in connection with the acquisition of Spinnaker Networks on February 18, 2004 and will expire in 2010. Eligible participants are employees or consultants of Spinnaker Networks before February 18, 2004 or who first become employees or consultants of the Company after February 18, 2004. Options, restricted stock units and stock purchase rights may be issued under the Spinnaker Networks Inc. 2000 Stock Plan. The exercise price of options may not be less than 100% of the fair market value per share of the Company's common stock on the grant date.

- (6) The weighted average exercise price including outstanding options and RSU awards is \$12.90 per share.

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- (7) Includes 294,048 shares of common stock available for issuance under the Special Nonofficer Stock Option Plan; and 1,502,811 shares available for issuance under the Spinnaker Networks, Inc. 2000 Stock Plan.

- (8) The table does not include information for equity compensation plans assumed by the Company in connection with mergers and acquisitions of the companies which originally established those plans. As of April 27, 2007, a total of 2,002,906 shares of the Company's common stock were issuable upon exercise of outstanding options and RSUs under those assumed plans. The weighted average exercise price of the outstanding options is \$20.59 per share. The weighted average exercise price for outstanding options and RSUs is \$20.38 per share. No additional awards may be made under those assumed plans.

- (9) The weighted average exercise price including outstanding options and RSU awards is \$29.56 per share.

DIRECTOR COMPENSATION

The Compensation Committee evaluates the compensation and form of compensation for nonemployee Directors annually and recommends changes to the Board when appropriate. The Directors receive annual retainers and stock options for their service on the Board. Details of the compensation are discussed in the narrative below.

The table below summarizes the compensation paid by the Company to the nonemployee Directors for the fiscal year ended April 27, 2007.

Name	Fees Earned or Paid in Cash (\$ (1))	Stock Awards (\$)	Option Awards (\$ (2) (3) (4))	Nonequity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation (\$)	Total (\$)
Donald T. Valentine	\$ 35,000	□	\$331,545	□	□	□	\$ 366,545
Jeffrey R. Allen	\$ 35,000	□	\$749,953	□	□	□	\$ 784,953
Carol A. Bartz	\$ 40,000	□	\$273,324	□	□	□	\$ 313,324
Alan L. Earhart	\$ 45,000	□	\$379,652	□	□	□	\$ 424,652
Edward Kozel	\$ 47,500(5)	□	\$148,173	□	□	□	\$ 195,673
Mark Leslie	\$ 40,000	□	\$286,581	□	□	□	\$ 326,581
	\$ 50,000	□	\$273,324	□	□	□	\$ 323,324

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Nicholas G. Moore							
George Shaheen	\$ 40,000	□	\$288,032	□	□	□	\$ 328,032
Robert T. Wall	\$ 40,000	□	\$215,103	□	□	□	\$ 255,103

- (1) Fees earned represent annual retainers and committee fees.
- (2) The amounts shown represent the compensation cost recognized for financial statement reporting purposes in accordance with FAS 123R for option awards for the fiscal year ended April 27, 2007. The amounts disregard estimates of forfeitures that are included in the financial reporting. The total fair value of each award is calculated as of the grant date and expensed in the financial statements over the service period of the award. The amounts shown include ratable amounts expensed for option awards that were granted in fiscal year 2007, as well as prior years. Assumptions used in the valuations of these awards are included in Note 7 of the Company's Annual Report on Form 10-K for the fiscal year ended April 27, 2007, as filed with the SEC on June 26, 2007. These amounts do not correspond to actual value that may be realized by the Director.
- (3) The nonemployee Directors had options to purchase the following number of shares of common stock outstanding as of April 27, 2007: Mr. Valentine, 382,000 shares; Mr. Allen, 984,414 shares; Ms. Bartz, 100,000 shares; Mr. Earhart, 70,000 shares; Mr. Kozel, 55,000 shares; Mr. Leslie, 90,000 shares; Mr. Moore, 65,000 shares; Mr. Shaheen, 90,000 shares; and Mr. Wall, 120,000 shares.
- (4) The nonemployee Directors received stock option grants to purchase shares of the Company's common stock in fiscal year 2007 with the following fair values calculated as of the grant date in accordance with FAS 123R:

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- Mr. Valentine, \$369,540 fair value of stock option to purchase 30,000 shares made on August 31, 2006, at an exercise price of \$34.24 per share;
- Mr. Allen, \$307,950 fair value for stock option to purchase 25,000 shares made on August 31, 2006, at an exercise price of \$34.24 per share;
- Ms. Bartz, \$307,950 fair value for stock option to purchase 25,000 shares made on August 31, 2006, at an exercise price of \$34.24 per share;
- Mr. Earhart, \$246,360 fair value for stock option to purchase 20,000 shares made on August 31, 2006, at an exercise price of \$34.24 per share;
- Mr. Kozel, \$625,669 fair value for stock option to purchase 55,000 shares made on May 16, 2006, at an exercise price of \$32.58 per share;
- Mr. Leslie, \$246,360 fair value for stock option to purchase 20,000 shares made on August 31, 2006, at an exercise price of \$34.24 per share;
- Mr. Moore, \$307,950 fair value for stock option to purchase 25,000 shares made on August 31, 2006, at an exercise price of \$34.24 per share;

- Mr. Shaheen, \$246,360 fair value for stock option to purchase 20,000 shares made on August 31, 2006, at an exercise price of \$34.24 per share;
- Mr. Wall, \$246,360 fair value for stock option to purchase 20,000 shares made on August 31, 2006, at an exercise price of \$34.24 per share

(5) Includes fee of \$7,500 paid to Mr. Kozel for service on the Board from May 2006 until the annual shareholder meeting on August 31, 2006.

In fiscal year 2007, the members of the Board received an annual cash retainer for their service as directors in the amount of \$30,000. Audit Committee members received an additional \$10,000, and Compensation Committee and Nominating/Governance committee members received an additional \$5,000 per committee. The Chair of the Audit Committee received an additional \$5,000 in cash. Directors are eligible to receive stock options under the Automatic Option Grant Program in effect under the 1999 Plan, under which option grants to purchase shares of common stock at an exercise price equal to 100% of the fair market value of the option shares on the grant date are automatically made at periodic intervals to eligible nonemployee Board members.

For fiscal year 2008, members of the Board will receive an annual cash retainer for their service as directors, in the amount of \$30,000. Audit Committee members shall receive an additional \$10,000 in cash and Compensation and Nominating/Governance committee members shall receive an additional \$5,000 in cash per committee. The Chair of the Audit Committee shall receive an additional \$5,000 in cash. Directors who serve as the Chair of the Board or the Chair of one of the committees of the Board will receive an additional stock option grant under the 1995 Plan to purchase 5,000 shares of common stock per Chair, with a per share exercise price equal to the fair market value on the date of the grant. Each option grant has a term of 10 years measured from the grant date, subject to earlier termination following the Director's cessation of committee service, and is immediately exercisable for all the option shares. However, any shares purchased upon exercise of the option are subject to repurchase by the Company, at the option exercise price paid per share, should the Director cease service on the committee prior to vesting in those shares. The shares subject to each such 5,000 share grant will vest (and the Company's repurchase right as to those shares will terminate) upon the Director's completion of one term of committee service measured from the grant date and continuing through the day immediately preceding the next Annual Stockholders Meeting.

At the 2006 Annual Stockholders Meeting held on August 31, 2006, each of the following individuals reelected as a nonemployee Board member at that meeting received an option grant for 20,000 shares of common stock under the Automatic Option Grant Program of the 1999 Plan with a per share exercise price of \$34.24, the fair market value per share of common stock on the grant date: Mr. Allen, Ms. Bartz, Mr. Earhart, Mr. Leslie, Mr. Moore, Mr. Shaheen, Mr. Valentine, and Mr. Wall. Each such option grant has a term of 10 years measured from the grant date, subject to earlier termination following the Director's cessation of Board service, and is immediately exercisable for all the

option shares. However, any shares purchased upon exercise of the option are subject to repurchase by the Company, at the per share exercise price, should the Director cease service on the Board prior to vesting of those purchased shares. The shares subject to each such 20,000-share grant will vest (and the Company's repurchase right as to those shares will terminate) upon the Director's completion of one term of Board service measured from the grant date and continuing through the day immediately preceding the next Annual Stockholders Meeting (i.e., approximately September 19, 2007).

At the 2006 Annual Stockholders Meeting held on August 31, 2006, the following individuals received option grants of common stock for service as Chair of the Board or Chair of one of the committees of the Board: Mr. Valentine, 5,000 shares for serving as Chair of the Board and 5,000 shares for serving as Chair of the Nominating/ Corporate Governance Committee; Ms. Bartz, 5,000 shares for serving as Chair of the Compensation Committee; Mr. Moore, 5,000 shares for serving as Chair of the Audit Committee; and Mr. Allen 5,000 shares for serving as Chair of the Investment Committee. Each option grant has a per share exercise price of \$34.24, the fair market value per share of common stock on the grant date, and a term of 10 years measured from the grant date, subject to earlier termination following the Director's cessation of Board service, and is immediately exercisable for all the option shares. However, any shares purchased upon exercise of the option are subject to repurchase by the Company, at the option exercise price paid per share, should the Director cease service on the Board prior to vesting in those shares. The shares subject to each grant will vest (and the Company's repurchase

right as to those shares will terminate) upon the Director's completion of one term of Board service measured from the grant date and continuing through the day immediately preceding the next Annual Stockholders Meeting (i.e., approximately September 19, 2007).

The information contained in the following Audit Committee Report shall not be deemed to be soliciting material or to be filed with the Securities and Exchange Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates it by reference in such filing.

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AUDIT COMMITTEE REPORT

The following is the report of the audit committee with respect to the Company's audited financial statements for the fiscal year ended April 27, 2007, included in the Company's Annual Report on Form 10-K for that year.

In accordance with its written charter adopted by the Board of Directors, a copy of which attached is on file with the Company's 2006 Proxy Statement, the Audit Committee oversees and assists the Board in fulfilling its responsibility for monitoring the quality and integrity of the accounting, auditing and financial reporting practices of the Company. The Audit Committee reviews the Charter annually to reassess the adequacy of the Charter. During the fiscal year, the Audit Committee reviewed the Charter in accordance with current regulations and requirements. In addition, the Audit Committee discussed the interim financial information contained in each quarterly earnings announcement with the chief financial officer, corporate controller and independent auditors prior to public release. The Audit Committee is directly responsible for the appointment, compensation, retention, termination, and oversight, of the work of the Company's internal and independent auditors, and such internal and independent auditors report directly to the Audit Committee.

Management is responsible for the Company's internal controls over financial reporting and for the preparation of the consolidated financial statements. The Company's independent auditors are responsible for performing an independent audit of the Company's consolidated financial statements in accordance with auditing standards generally accepted in the United States of America and to issue a report thereon. The Audit Committee has general oversight responsibility with respect to the Company's financial reporting and reviews the scope of the internal and independent audits, the results of the audits and other nonaudit services provided by the Company's independent auditors.

In this context, the Audit Committee has met and held discussions with management and the Company's independent auditors. Management represented to the Audit Committee that the Company's consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America, and the Audit Committee has reviewed and discussed the consolidated financial statements with management and the Company's independent auditors. The Audit Committee discussed with the independent auditors matters required to be discussed by Statement on Auditing Standards No. 61 (Communication with Audit Committees), as amended, by the Auditing Standards Board of the American Institute of Certified Public Accountants.

The Company's independent auditors also provided to the Audit Committee the written disclosures required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), and the Audit Committee discussed with the independent auditors their independence and satisfied itself as to the auditors' independence.

Based upon the Audit Committee's discussion with management and the independent auditors and the Audit Committee's review of the representations of management and the report of the independent auditors to the Audit Committee, the Audit Committee recommended to the Board of Directors that the Company's audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended April 27, 2007, as filed with the SEC on June 26, 2007.

Finally, the Audit Committee believes that each of the members of the Audit Committee is [independent] as determined by the Board of Directors and in compliance with the rules of the National Association of Securities Dealers, Inc. and the Exchange Act.

Submitted by the Audit Committee
of the Board of Directors

Nicholas G. Moore, Chairman
Alan L. Earhart
George T. Shaheen

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AUDITOR FEES

The audit committee preapproved services performed by the independent auditors during fiscal year 2007 and reviews auditor billings in accordance with the Audit Committee charter. All requests for audit, audit-related, tax and other services must be submitted to the Audit Committee for specific preapproval and cannot commence until such approval has been granted. Normally, preapproval is provided at regularly scheduled meetings. However, the authority to grant specific preapproval between meetings, as necessary, has been delegated to the Chairman of the Audit Committee. The Chairman must update the Audit Committee at the next regularly scheduled meeting of any services that were granted specific preapproval.

Aggregate fees to the company for the fiscal years ended April 27, 2007, and April 28, 2006, respectively, represent fees billed or to be billed by the Company's independent accounting firm, Deloitte & Touche LLP, the member firms of Deloitte Touche Tohmatsu, and their respective affiliates (collectively, Deloitte & Touche).

	Fiscal Year Ended	
	2007	2006
Audit Fees(a)	\$ 2,782,000	\$ 2,113,000
Audit-Related Fees(b)	637,500	67,000
Total Audit and Audit-related Fees	3,419,500	2,180,000
Tax Fees(c)	1,000,000	699,000
All Other Fees	□	□
Total Fees	\$ 4,419,500	\$ 2,879,000

- (a) Includes fees for professional services related to the fiscal years ended April 27, 2007, and April 28, 2006 rendered for the audit of the Company's annual consolidated financial statements, the audit of management's assessment of our internal control over financial reporting and Deloitte & Touche's audit of our internal control over financial reporting, reviews of the financial statements included in the Company's Quarterly Reports on Form 10-Q and for foreign statutory audits.
- (b) Includes fees associated with the sale of certain assets of our NetCache business in 2007, for accounting consultations primarily related to our response to SEC comment letters in 2007, the acquisitions of Topio in 2007 and Decru in 2006, as well as the issuance of consents for certain SEC filings.
- (c) Includes fees for tax consulting services associated with international and acquisition strategies.

The Audit Committee has considered whether the provision of the nonaudit services discussed above is compatible with maintaining the principal auditor's independence and believes such services are compatible with maintaining the auditor's independence.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Committee is composed of Ms. Bartz, Mr. Kozel and Mr. Wall. None of these individuals was at any time during the 2007 fiscal year, or at any other time, an officer or employee of the Company. No executive officer of the Company serves as a member of the Board of Directors or compensation committee of any entity, which has one or more executive officers serving as a member of the Company's Board of Directors or Compensation Committee.

CORPORATE GOVERNANCE

The Company's Board of Directors has adopted policies and procedures that the Board believes are in the best interests of the Company and its stockholders as well as compliant with the Sarbanes-Oxley Act of 2002, and the rules and regulations of the SEC and NASDAQ.

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In particular:

Independent Directors

- A majority of our Board members is independent of the Company and its management as defined by the NASDAQ Stock Market (NASDAQ).
- The nonmanagement directors regularly meet in executive session, without management, as part of the normal agenda of our Board meetings.
- The Chairman of the Board is a nonemployee member and independent (as defined by the NASDAQ rules).