

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Xie Michael</u> (Last) (First) (Middle) <u>C/O FORTINET, INC. 1090 KIFER ROAD</u> (Street) <u>SUNNYVALE CA 94086</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FORTINET INC [FTNT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Engineering & CTO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/06/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/06/2011		s ⁽¹⁾		20,000	D	\$23.8746 ⁽²⁾	7,480,000 ⁽³⁾⁽⁴⁾	D	
Common Stock	06/07/2011		s ⁽¹⁾		20,000	D	\$23.872 ⁽⁵⁾	7,460,000	D	
Common Stock								3,000,000 ⁽³⁾⁽⁶⁾	I	See footnote ⁽⁷⁾
Common Stock								3,000,000 ⁽³⁾⁽⁸⁾	I	See footnote ⁽⁹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$3.735 ⁽³⁾⁽¹⁰⁾					(11)	02/07/2015	Common Stock	50,000 ⁽³⁾⁽¹⁰⁾		50,000 ⁽³⁾⁽¹⁰⁾	D		
Employee Stock Option (right to buy)	\$3.735 ⁽³⁾⁽¹²⁾					(13)	07/31/2015	Common Stock	250,000 ⁽³⁾⁽¹²⁾		250,000 ⁽³⁾⁽¹²⁾	D		
Employee Stock Option (right to buy)	\$3.735 ⁽³⁾⁽¹⁴⁾					(15)	01/28/2016	Common Stock	200,000 ⁽³⁾⁽¹⁴⁾		200,000 ⁽³⁾⁽¹⁴⁾	D		
Employee Stock Option (right to buy)	\$8.43 ⁽³⁾⁽¹⁶⁾					(17)	02/10/2017	Common Stock	50,000 ⁽³⁾⁽¹⁶⁾		50,000 ⁽³⁾⁽¹⁶⁾	D		
Employee Stock Option (right to buy)	\$20.235 ⁽³⁾⁽¹⁸⁾					(19)	02/08/2018	Common Stock	100,000 ⁽³⁾⁽¹⁸⁾		100,000 ⁽³⁾⁽¹⁸⁾	D		

Explanation of Responses:

- The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 8, 2010.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$23.68 to \$24.16 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (5) to this Form 4.
- On June 1, 2011, the common stock of the Issuer split 2-for-1, in the form of a 100% stock dividend, to all stockholders of record as of the close of business on May 9, 2011 (the "Stock Split").
- As a result of the Stock Split, the Reporting Person's ownership includes 3,750,000 additional shares of common stock.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$23.40 to \$24.25 per share.
- As a result of the Stock Split, ownership by the Michael Xie Grantor Retained Annuity Trust dated February 9, 2011 for which the Reporting Person serves as a trustee (the "Xie 2011 GRAT") includes 1,500,000 additional shares of common stock.
- Shares held directly by the Xie 2011 GRAT.
- As a result of the Stock Split, ownership by the Danke Wu Grantor Retained Annuity Trust dated February 9, 2011 for which the Reporting Person serves as a trustee (the "Wu 2011 GRAT") includes 1,500,000 additional shares of common stock.
- Shares held directly by the Wu GRAT.

10. This option was previously reported as covering 25,000 shares at an exercise price of \$7.47 per share, but was adjusted to reflect the Stock Split.
11. One-fourth of the shares subject to the option vested on February 7, 2008 and one forty-eighth of the shares shall vest monthly thereafter beginning on February 29, 2008.
12. This option was previously reported as covering 125,000 shares at an exercise price of \$7.47 per share, but was adjusted to reflect the Stock Split.
13. One-fourth of the shares subject to the option vested on July 31, 2009 and one forty-eighth of the shares shall vest monthly thereafter.
14. This option was previously reported as covering 100,000 shares at an exercise price of \$7.47 per share, but was adjusted to reflect the Stock Split.
15. One-fourth of the shares subject to the option vested on January 28, 2010 and one forty-eighth of the shares shall vest monthly thereafter.
16. This option was previously reported as covering 25,000 shares at an exercise price of \$16.86 per share, but was adjusted to reflect the Stock Split.
17. One-fourth of the shares subject to the option vested on February 10, 2011 and one forty-eighth of the shares shall vest monthly thereafter.
18. This option was previously reported as covering 50,000 shares at an exercise price of \$40.47 per share, but was adjusted to reflect the Stock Split.
19. One-fourth of the shares subject to the option vest on February 8, 2012 and one forty-eighth of the shares shall vest monthly thereafter.

/s/ John Whittle, by power of
attorney

06/08/2011

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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