SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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[*] <br><br> **LU HONG LIANG** <br><br> (Last)  (First)  (Middle) <br><br> C/O FORTINET, INC. <br><br> 899 KIFER ROAD <br><br> (Street) <br><br> SUNNYVALE  CA  94086 <br><br> (City)  (State)  (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol <br><br> **FORTINET INC** [ FTNT ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <br><br> X  Director ___ 10% Owner <br> ___ Officer (give title below) ___ Other (specify below) |
|---|---|---|
| | 3. Date of Earliest Transaction (Month/Day/Year) <br><br> 02/24/2015 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <br><br> X  Form filed by One Reporting Person <br> ___ Form filed by More than One Reporting Person |

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/24/2015 | | M | | 1,000 | A | $3.735 | 6,112 | D | |
| Common Stock | 02/24/2015 | | M | | 24,000 | A | $3.84 | 30,112 | D | |
| Common Stock | 02/24/2015 | | S | | 25,000[(1)] | D | $33.6688[(2)] | 5,112 | D | |

**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 | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Non-qualified stock option (right to buy) | $3.735 | 02/24/2015 | | M | | | 1,000 | [(3)] | 04/23/2015 | Common Stock | 1,000 | $0 | 0 | D | |
| Non-qualified stock option (right to buy) | $3.84 | 02/24/2015 | | M | | | 24,000 | [(3)] | 04/30/2016 | Common Stock | 24,000 | $0 | 0 | D | |

**Explanation of Responses:**

1. Represents the aggregate of sales effected on the same day at different prices.

2. Represents the weighted average sales price per share. The shares sold at prices ranging from $33.51 to $33.82 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

3. The option is 100% vested and exercisable.

**Remarks:**

/s/ John Whittle, by power of attorney                    02/25/2015

** 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**