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F5 NETWORKS INC Form 4 February 07, 2002

 FORM 4 			OMB 1 Expi: Estir hour:	OMB APPROVA Number: 3235 res: December mated average s per response	 -0287 31, 2001 burden 0.5			
			S SECURITIES A	AND EXCHANGE C 20549	OMMISSION			
<pre>/ / Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses)</pre>		STATEMENT OF	CHANGES IN BI	ENEFICIAL OWNE				
		Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940						
Goldman	Address of Repo		F5 Net	works, Inc. (f	fiv)			
(Last) c/o F5 Networ 401 Elliott A	(First) ks, Inc. venue West	(Middle)	3. IRS or Number Person	Social Securi	ty 4. Statem Month/ January	4. Statement for Month/Year January 2002		
(Street)			_					
Seattle,	WA	98119				7.		
(City)	 (State)	 (Zip)	TABLE 1	 - NON-DERIVATI	 VE SECURITIES	ACQUIRED, DI		
1. Title of Security (Instr. 3)		2. Trans- action Date (Month/	3. Transac- 4. Securities Acquired (A) 5. Amount					
		Day/ - Year)	Code V	Amount (A				
COMMON STOCK		01/28/02	S	15,000 D	AVG. PRICE OF	 159,36		

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					0.21
*If the form is filed by Potential persons who are required to respond unles	e to respond to	the collec	tion of infor	rmation containe	d in this form are
FORM 4 (CONTINUED)					OF, OR BENEFICIALI ERTIBLE SECURITIES)
1. Title of Derivative	2. Conver- sion or	3. Trans- action	4. Trans- !		
Security (Instr. 3)	Exercise Price of Deriv- ative Security	Date (Month/ Day/ Year)	action Code (Instr. 8)	Derivative Securities Ac quired (A) or Disposed of ((Instr. 3, 4, and 5)	Date D) (Month/Day/
_	Price of Deriv- ative	(Month/ Day/	Code	Derivative Securities Ac quired (A) or Disposed of ((Instr. 3, 4,	cisable and - Expiration - Date D) (Month/Day/ Year)
_	Price of Deriv- ative	(Month/ Day/	Code (Instr. 8)	Derivative Securities Ac quired (A) or Disposed of ((Instr. 3, 4, and 5)	cisable and - Expiration - Date D) (Month/Day/ Year) Date Expira- Exer- tion
(Instr. 3)	Price of Deriv- ative	(Month/ Day/ Year)	Code (Instr. 8) Code V	Derivative Securities Ac quired (A) or Disposed of ((Instr. 3, 4, and 5)	cisable and - Expiration - Date D) (Month/Day/ Year) Date Expira- Exer- tion
(Instr. 3)	Price of Deriv- ative Security	(Month/ Day/ Year)	Code (Instr. 8)	Derivative Securities Ac quired (A) or Disposed of ((Instr. 3, 4, and 5) (A) (D)	cisable and Date D) (Month/Day/ Year) Date Expira- Exer- tion cisable Date
(Instr. 3)	Price of Deriv- ative Security	(Month/ Day/ Year)	Code (Instr. 8)	Derivative Securities Ac quired (A) or Disposed of ((Instr. 3, 4, and 5) (A) (D)	cisable and Date D) (Month/Day/ Year) Date Expira- Exer- tion cisable Date
(Instr. 3)	Price of Deriv- ative Security	(Month/ Day/ Year)	Code (Instr. 8)	Derivative Securities Ac quired (A) or Disposed of ((Instr. 3, 4, and 5) (A) (D)	cisable and Date D) (Month/Day/ Year) Date Expira- Exer- tion cisable Date
(Instr. 3)	Price of Deriv- ative Security	(Month/ Day/ Year)	Code (Instr. 8)	Derivative Securities Ac quired (A) or Disposed of ((Instr. 3, 4, and 5) (A) (D)	cisable and Date D) (Month/Day/ Year) Date Expira- Exer- tion cisable Date
(Instr. 3)	Price of Deriv- ative Security	(Month/ Day/ Year)	Code (Instr. 8)	Derivative Securities Ac quired (A) or Disposed of ((Instr. 3, 4, and 5) (A) (D)	cisable and Date D) (Month/Day/ Year) Date Expira- Exer- tion cisable Date
(Instr. 3)	Price of Deriv- ative Security	(Month/ Day/ Year)	Code (Instr. 8)	Derivative Securities Ac quired (A) or Disposed of ((Instr. 3, 4, and 5) (A) (D)	cisable and Date D) (Month/Day/ Year) Date Expira- Exer- tion cisable Date

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9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	Fo De Se Di or	mership orm of erivative ecurity: rect (D) e Indirect (I) enstr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
Explanation of Responses:				

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

Note. File three copies of this Form, one of which must be manually signed.

If space is insufficient, see Instruction 6 for procedure.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

/s/

**Si