PANCOTTINE JEFF Form 4 November 04, 2002

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

O Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.
See Instruction 1(b).

•	Name and Address of Reporting Person* (Last, First, Middle) Pancottine, Jeffrey			2.	2. Issuer Name and Ticker or Trading Symbol F5 Networks, Inc. (ffiv) 4. Statement for Month/Day/Year 10/31/02 6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)		3.	(Month/Day/Year)	
	c/o F5 Networks, Inc. 401 Elliott Avenue West		4.	5.					
	(Street)		6.	7.					
	Seattle, W	A 98119		_	o	Director O 10% Own	er	X	Form filed by One Reporting Person
	(City)	(State)	(Zip)		x	Officer (give title below)		o	Form filed by More than One Reporting
				o	Other (specify below)			Person	
						Sr. VP of Marketing & Busine Development	ss		

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).

Title of Security (Instr. 3)	2. Transaction Date 2 (Month/Day/Year)	a. Deemed Execution Date, if any. (Month/Day/Year)	3. Transaction Code (Instr. 8)	` '		5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	Ownership 7 Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	(A) or Amount (D)	Price			
Common Stock	10/31/02		V	874 A	\$7.98	3,350(1)	D	

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 2. Conversion or Exercise 3. Transaction 3a. Deemed Execution 4. Transaction 5. Number of Derivative Securities Price of Derivative Acquired (A) or Disposed of (D) Security Date Date, if any Code (Instr. 3) Security (Month/Day/Year) (Month/Day/Year) (Instr. 8)

	Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
6.	Date Exercisable and 7. Expiration Date (Month/Day/Year)	Title and Amount of Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Date Expiration Exercisable Date	Amount or Number of Title Shares						
						_		
E	xplanation of Responses	s :						
(1) Includes 874 shares acq	uired under the F	5 Networks s	tock purchase plan in October 2002.				
	_	/s/ Jeff Pancot	tine	11/1/02				
		**Signature of Re Person	eporting	Date				

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

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