

NETSUITE INC  
Form 4/A  
July 20, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**NELSON ZACHARY**

(Last) (First) (Middle)  
**C/O NETSUITE INC., 2955  
CAMPUS DRIVE, SUITE 100**  
  
(Street)

**SAN MATEO, CA 94403**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**NETSUITE INC [N]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/18/2011**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**05/20/2011**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President & CEO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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	Price	
Common Stock	05/18/2011		M <sup>(1)</sup>		5,000	A \$ 5	1,124,343 D
Common Stock	05/18/2011		S <sup>(1)</sup>		4,500	D \$ 34.4395	1,119,843 D
Common Stock	05/18/2011		S <sup>(1)</sup>		500	D \$ 35.12	1,119,343 D

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

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SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 5	05/18/2011		M	5,000	<u>(4)</u> 12/30/2015	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NELSON ZACHARY C/O NETSUITE INC. 2955 CAMPUS DRIVE, SUITE 100 SAN MATEO, CA 94403	X		President & CEO	

## Signatures

/s/ Adriana Botto, by power of attorney  
07/08/2011

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 11, 2010, and amended December 15, 2010.
  - (2) The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$34.10 to \$34.08 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.
  - (3) The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$34.085 to \$35.15 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide

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full information regarding the number of shares sold at each separate price.

- (4) One-ninety-sixth (1/96th) of the original shares underlying this option vested on January 30, 2005, and the remainder vest in equal monthly installments over the 95 months thereafter.

### **Remarks:**

This report on Form 4/A amends and replaces in its entirety the Form 4 filed by the Reporting Person on May 20, 2011. The p

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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