

NELSON ZACHARY
Form 4/A
December 07, 2011

FORM 4

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

OMB APPROVAL

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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2011

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

SAN MATEO, CA 94403

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
11/21/2011

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 or Price		
Common Stock	11/17/2011		S ⁽¹⁾		5,872	D	
					\$ 41.4028		
					<u>(2)</u>		
Common Stock	11/17/2011		S ⁽¹⁾		3,504	D	
					\$ 42.1738		
					<u>(3)</u>		
Common Stock	11/18/2011		M ⁽¹⁾⁽⁶⁾		5,000	A	
					\$ 5		
					1,095,102		
Common Stock	11/18/2011		S ⁽¹⁾		4,900	D	
					\$ 40.4735		
					<u>(4)</u>		

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Common Stock 11/18/2011 S⁽¹⁾ 100 D \$ 41.71 1,090,102 D

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

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(9-02)

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	11/18/2011		M ⁽¹⁾	5,000	⁽⁵⁾ 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 12/07/2011

**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 15, 2011.

The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$40.94 to \$41.93 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 \$41.94 to \$42.75 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.
- (4) The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$40.04 to \$41.00 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.
- (5) One-ninety-sixth (1/96th) of the original shares underlying this option vested on January 30, 2005 and remainder vest in equal monthly installments over the 95 months thereafter.
- (6) See Remarks below.

Remarks:

This report on Form 4/A amends and replaces in its entirety the Form 4 filed by the Reporting Person on November 21, 2011.

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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