

Whittle John
Form 4
February 19, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Whittle John

(Last) (First) (Middle)

C/O FORTINET, INC., 899 KIFER
ROAD

(Street)

SUNNYVALE, CA 94086

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
FORTINET INC [FTNT]

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
VP CorpDev&Strat Alliance, GC

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 (A) or (D)	Price	
Common Stock	02/15/2019		S ⁽¹⁾		328 ⁽²⁾	D \$ 83.36	8,684 D
Common Stock	02/19/2019		M ⁽¹⁾		626 A	\$ 23.83	9,310 D
Common Stock	02/19/2019		M ⁽¹⁾		626 A	\$ 37.24	9,936 D
Common Stock	02/19/2019		S ⁽¹⁾		1,100 ⁽³⁾	D \$ 83.3655 ⁽⁴⁾	8,836 D
Common Stock	02/19/2019		S ⁽¹⁾		152 ⁽³⁾	D \$ 84.191 ⁽⁵⁾	8,684 D

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified stock option (right to buy)	\$ 23.83	02/19/2019		M ⁽¹⁾	626	⁽⁶⁾	02/11/2023	Common Stock	626
Non-qualified stock option (right to buy)	\$ 37.24	02/19/2019		M ⁽¹⁾	626	⁽⁷⁾	02/16/2024	Common Stock	626

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Whittle John C/O FORTINET, INC. 899 KIFER ROAD SUNNYVALE, CA 94086	VP CorpDev&Strat Alliance, GC

Signatures

/s/ Robert Turner, by power of
attorney

02/19/2019

__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)

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The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the Reporting Person on March 9, 2018.

(2) These shares were previously acquired by the Reporting Person under the Issuer's employee stock purchase plan on February 14, 2019.

(3) Represents the aggregate of sales effected on the same day at different prices.

Represents the weighted average sales price per share. The shares sold at prices ranging from \$83.13 to \$83.57 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.

Represents the weighted average sales price per share. The shares sold at prices ranging from \$84.19 to \$84.20 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.

(6) 1/4 of the shares subject to the option vested on February 11, 2017 and 1/48 of the shares subject to the option vests monthly thereafter.

(7) 1/4 of the shares subject to the option vested on February 16, 2018 and 1/48 of the shares subject to the option vests monthly thereafter.

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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