

SOMMERS DAVID P  
Form 4  
November 30, 2009

**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

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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 \*  
SOMMERS DAVID P

2. Issuer Name and Ticker or Trading Symbol  
NETSCOUT SYSTEMS INC  
[NTCT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
310 LITTLETON ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/25/2009

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
CFO & VP General Operations

WESTFORD, MA 01886

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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                    | 11/25/2009                           |  | M <sup>(1)</sup>               |   | 10,000  | A <sub>(1)</sub>   | \$ 4.22   |
|                                 |                                      |  |                                |   |   |  | 131,902 <sup>(2)</sup>                                |
| Common Stock                    | 11/25/2009                           |  | S <sup>(1)</sup>               |   | 10,000  | D <sub>(1)</sub>   | \$ 12.528 <sup>(3)</sup>                              |
|                                 |                                      |  |                                |   |   |  | 121,902 <sup>(2)</sup>                                |
| Common Stock                    | 11/29/2009                           |  | M <sup>(1)</sup>               |   | 10,000  | A <sub>(1)</sub>   | \$ 4.22   |
|                                 |                                      |  |                                |   |   |  | 131,902 <sup>(2)</sup>                                |
| Common Stock                    | 11/29/2009                           |  | S <sup>(1)</sup>               |   | 10,000  | D <sub>(1)</sub>   | \$ 12.235 <sup>(4)</sup>                              |
|                                 |                                      |  |                                |   |   |  | 121,902 <sup>(2)</sup>                                |

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

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SEC 1474  
(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                              |
| Employee Stock Options (Right to Buy)      | \$ 4.22  | 11/25/2009                           |  | M <sup>(1)</sup>               | 10,000  | <sup>(2)</sup> 04/25/2010                                | Common Stock 10,000   |
| Employee Stock Options (Right to Buy)      | \$ 4.22  | 11/29/2009                           |  | M <sup>(1)</sup>               | 10,000  | <sup>(2)</sup> 04/25/2010                                | Common Stock 10,000   |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| SOMMERS DAVID P<br>310 LITTLETON ROAD<br>WESTFORD, MA 01886 |               |           | CFO & VP General Operations |       |

## Signatures

/s/ David P.  
Sommers  
11/30/2009  
Date

\*\*Signature of Reporting Person

## 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) Option was exercised and related Common stock was sold pursuant to a 10b5-1 plan.
- (2) 2,500 of these shares are held by a trust in which the reporting person has a pecuniary interest.
- (3) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share; the actual sale prices per share ranged from \$12.51 to \$12.56.
- (4) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share; the actual sale prices per share ranged from \$12.06 to \$12.37.

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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