SolarWinds, Inc. Form 4 February 10, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Strelzick Paul			Symbol	me and Ticker or Trading	5. Relation	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Ear	liest Transaction					
			(Month/Day/	Year)	Dire	ector	10% Owner		
C/O SOLA	ARWINDS, IN	NC 3711 S	02/06/2014		X Off	ficer (give title	Other (specify		
MOPAC EXPY., BLDG. TWO			02/00/2014		below)		below)		
MOPACE	CAP I., BLDC	J. 1 W O				EVP, Worl	dwide Sales		
(Street)			4. If Amendm	ent, Date Original	6. Individ	6. Individual or Joint/Group Filing(Check			
			Filed(Month/D	av/Year)	Applicable	Applicable Line)			
					1.1	· · · · · · · · · · · · · · · · · · ·	eporting Person		
ALICTINI '	TV 70746					•	han One Reporting		
AUSTIN,	IA /8/40				Person				
(City)	(State)	(Zip)	Table I -	Non-Derivative Securities	Acquired, Dis	posed of, or	Beneficially Owned		
1.Title of	2. Transaction	Date 2A. Dee	med 3.	4. Securities Acquir	red 5. Amou	unt of 6.	7. Nature		

		1 401	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiency Owned						
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership	
		(Month/Day/Year)	Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	02/06/2014		F	954 (1)	D	\$ 42.46	55,777	D	
Common Stock	02/06/2014		A	21,270 (2)	A	\$0	77,047	D	
Common Stock	02/06/2014		A	21,270 (3)	A	\$0	98,317	D	

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

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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 or 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 Option (right to buy)	\$ 42.46	02/06/2014		A	45,070	<u>(4)</u>	02/06/2024	Common Stock	45,070
Employee Stock Option (right to buy)	\$ 42.46	02/06/2014		A	45,070	<u>(5)</u>	02/06/2024	Common Stock	25,070

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Strelzick Paul

C/O SOLARWINDS, INC. 3711 S. MOPAC EXPY., BLDG. TWO AUSTIN, TX 78746

EVP, Worldwide Sales

Signatures

/s/ Bryan A. Sims, Attorney-in-Fact 02/10/2014

**Signature of Reporting Person Dat

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) Represents the number of shares withheld to satisfy the reporting person's tax obligations in connection with the vesting of restricted stock units.
- (2) Represents the grant of restricted stock units that will entitle the reporting person to receive one share of issuer's common stock per restricted stock unit. The restricted stock units vest in four equal annual installments beginning February 6, 2015.

Reporting Owners 2

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- (3) Represents the grant of restricted stock units that will entitle the reporting person to receive one share of issuer's common stock per restricted stock unit. The restricted stock units vest in five equal annual installments beginning February 6, 2015.
- (4) 1/4th of the shares vested and became exercisable on February 6, 2015 and 1/48th of the shares vest and become exercisable each month thereafter.
- (5) 1/5th of the shares vested and became exercisable on February 6, 2015 and 1/60th of the shares vest and become exercisable each month thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.