

Xie Ken
Form 4
November 24, 2010

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 *
Xie Ken

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O FORTINET, INC. 1090 KIFER ROAD

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2010

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

President & CEO

(Street)

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

SUNNYVALE, CA 94086

(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		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)			
Common Stock	05/25/2010		G	V	6,000	D	\$ 0	5,862,499	D
Common Stock	06/22/2010		G	V	6,000	D	\$ 0	5,856,499	D
Common Stock	07/20/2010		G	V	6,000	D	\$ 0	5,850,499	D
Common Stock	08/24/2010		G	V	12,000	D	\$ 0	5,838,499	D
Common Stock	09/27/2010		G	V	18,000	D	\$ 0	6,417,355 ⁽¹⁾ <u>(2)</u>	D

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Common Stock	10/19/2010	G V	18,000	D	\$ 0	6,399,355	D	
Common Stock	11/23/2010	M	30,000	A	\$ 2.15	6,429,355	D	
Common Stock	11/23/2010	M	150,000	A	\$ 2.365	6,579,355	D	
Common Stock	11/23/2010	S ⁽³⁾	90,000	D	\$ 31.5242 <u>(4)</u>	6,489,355	D	
Common Stock	11/23/2010	G V	18,000	D	\$ 0	6,471,355	D	
Common Stock	09/14/2010	G V	367,287	D	\$ 0	0 <u>(5)</u>	I	See footnote <u>(6)</u>
Common Stock	09/14/2010	G V	367,287	D	\$ 0	0 <u>(7)</u>	I	See footnote <u>(8)</u>
Common Stock						1,201,572 <u>(9)</u>	I	See footnote <u>(10)</u>
Common Stock						1,201,572 <u>(11)</u>	I	See footnote <u>(12)</u>

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

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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 Number Shares
Employee Stock Option (right to	\$ 2.15	11/23/2010		M	30,000	<u>(13)</u>	03/01/2011	Common Stock	30,000

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Excludes 298,428 shares previously reported as held directly by the Lee 2009 GRAT which were re-registered on September 10, 2010 and are now held directly by the Reporting Person.

(12) Shares held directly by the Lee 2009 GRAT.

(13) Shares subject to the option are fully vested and immediately exercisable.

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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