

FORTINET INC

Reported by
WHITTLE JOHN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/17/17 for the Period Ending 02/15/17

Address	899 KIFER ROAD SUNNYVALE, CA 94086
Telephone	408-235-7700
CIK	0001262039
Symbol	FTNT
SIC Code	3577 - Computer Peripheral Equipment, Not Elsewhere Classified
Industry	IT Services & Consulting
Sector	Technology
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] 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 or
Section 30(h) of the Investment Company Act of 1940

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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner ___ X ___ Officer (give title below) ___ Other (specify below) VP CorpDev&Strat Alliance, GC
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/15/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) ___ X ___ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/15/2017		S (1)		760 (2)	D	\$37.6848 (3)	9368	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0 (4)	2/16/2017		A		30000		(5)	(5)	Common Stock	30000	\$0	30000	D	
Nonqualified Stock Option (right to buy)	\$37.24	2/16/2017		A		30000		(6)	2/16/2024	Common Stock	30000	\$0	30000	D	

Explanation of Responses:

- (1) The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the Reporting Person on February 12, 2016.
- (2) Represents the aggregate of sales effected on the same day at different prices. These shares were previously acquired by the Reporting Person under the Issuer's employee stock purchase plan on February 14, 2017.
- (3) Represents the weighted average sales price per share. The shares sold at prices ranging from \$37.64 to \$37.72 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.
- (4) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.
- (5) 25% of the RSUs vest on February 1, 2018, then the remaining 75% of the RSUs vest in equal installments on each quarterly anniversary thereafter, until such time as the RSUs are 100% vested, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting.
- (6) 1/4 of the shares subject to the option vest on February 16, 2018 and 1/48 of the shares subject to the option vest monthly thereafter.

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/ John Whittle

2/17/2017

**Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.