

NETSCOUT SYSTEMS INC  
Form 4  
December 09, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SINGHAL ANIL K

(Last) (First) (Middle)

C/O NETSCOUT SYSTEMS,  
INC., 310 LITTLETON ROAD

(Street)

WESTFORD, MA 01886

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/05/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |            |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|---------|---|--|-----------------------------------|------------|------------------|
|                                 |                                      |  |                                | Code  | V | Amount  |   |  |                                   | (A) or (D) | Price            |
| Common Stock                    | 12/05/2008                           |  | J <sup>(1)</sup>               |   |   | 400,000 | D   | <u>(2)</u>   | 3,800,848                         | I          | See Footnote (3) |
| Common Stock                    | 12/05/2008                           |  | J <sup>(4)</sup>               |   |   | 50,000  | D   | <u>(2)</u>   | 3,750,848                         | I          | See Footnote (3) |
| Common Stock                    | 12/05/2008                           |  | J <sup>(5)</sup>               |   |   | 16,000  | D   | <u>(2)</u>   | 3,734,848                         | I          | See Footnote (3) |
| Common Stock                    | 12/05/2008                           |  | J <sup>(5)</sup>               |   |   | 2,000   | D   | <u>(2)</u>   | 3,732,848                         | I          | See              |

Stock

Footnote  
(3)

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

**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.**

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| SINGHAL ANIL K<br>C/O NETSCOUT SYSTEMS, INC.<br>310 LITTLETON ROAD<br>WESTFORD, MA 01886 | X             | X         | Chief Executive Officer |       |

## Signatures

/s/ Anil K. Singhal 12/09/2008

\*\*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) The transfer was made without the receipt of consideration by the reporting person to a blind trust in connection with a 10b5-1 trading program. The reporting person disclaims beneficial ownership of these securities, reporting person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose.

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- (2) Price is not applicable. The shares of Common Stock were transferred without consideration.
- (3) The shares of Common Stock are beneficially owned by various trusts for the benefit of the reporting person and his spouse.
- (4) The transfer was made without receipt of consideration by the reporting person to a charitable foundation.
- (5) The transfer was made without receipt of consideration by the reporting person to a trust in which the reporting person has no pecuniary interest.

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.