

NETFLIX INC
Form 4
May 28, 2014

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 *
BARTON RICHARD N

(Last) (First) (Middle)
100 WINCHESTER CIRCLE
(Street)

LOS GATOS, CA 95032

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETFLIX INC [NFLX]

3. Date of Earliest Transaction
(Month/Day/Year)
05/23/2014

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)

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 or Price		
Common Stock	05/23/2014		M		1,815 (1) \$ 22.04	A	8,158 D
Common Stock	05/23/2014		S		1,815 (1) \$ 400	D	6,343 D
Common Stock	05/23/2014		M		93 (1) \$ 23.36	A	6,436 D
Common Stock	05/23/2014		S		93 (1) \$ 400	D	6,343 D
Common Stock	05/23/2014		M		1,575 (1) \$ 25.39	A	7,918 D
	05/23/2014		S		\$ 400	D	6,343 D

Common Stock						1,575 <u>(1)</u>		
Common Stock	05/23/2014		M		A	\$ 26.35	7,860	D
Common Stock	05/23/2014		S		D	\$ 400	6,343	D

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

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 22.04	05/23/2014		M	1,815 <u>(1)</u>	12/01/2008 12/01/2018	Common Stock	1,815	
Non-Qualified Stock Option (right to buy)	\$ 23.36	05/23/2014		M	93 <u>(1)</u>	11/03/2008 11/03/2018	Common Stock	93	
Non-Qualified Stock Option (right to buy)	\$ 25.39	05/23/2014		M	1,575 <u>(1)</u>	02/01/2008 02/01/2018	Common Stock	1,575	
Non-Qualified Stock Option (right to buy)	\$ 26.35	05/23/2014		M	1,517 <u>(1)</u>	01/02/2008 01/02/2018	Common Stock	1,517	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

BARTON RICHARD N
100 WINCHESTER CIRCLE X
LOS GATOS, CA 95032

Signatures

By: Carole Payne, Authorized Signatory For: Richard N.
Barton

05/23/2014

 **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) Transaction made pursuant to duly adopted trading plan under Rule 10b5-1(c).

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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