

SolarWinds, Inc.
Form 4
November 12, 2015

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HIBBERD DOUGLAS G

(Last) (First) (Middle)

**C/O SOLARWINDS, INC., 7171
SOUTHWEST PARKWAY,
BUILDING 400**

(Street)

AUSTIN, TX 78735

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
SolarWinds, Inc. [SWI]

3. Date of Earliest Transaction
(Month/Day/Year)
11/10/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
__X__ Officer (give title _____ Other (specify
below) below)
EVP, Pres. Bus.Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/10/2015		M		2,025	A	\$ 18.87	90,399	D
Common Stock	11/10/2015		M		2,449	A	\$ 20.06	92,848	D
Common Stock	11/10/2015		M		3,517	A	\$ 28.03	96,365	D
Common Stock	11/10/2015		S		27,629 <u>(1)</u>	D	\$ (2) 58.0036	68,736	D

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

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SEC 1474
(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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 18.87	11/10/2015		M	2,025	<u>(3)</u> 02/25/2020	Common Stock	2,025
Employee Stock Option (right to buy)	\$ 20.06	11/10/2015		M	2,449	<u>(4)</u> 01/04/2021	Common Stock	2,449
Employee Stock Option (right to buy)	\$ 28.03	11/10/2015		M	3,517	<u>(5)</u> 01/04/2022	Common Stock	3,517

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HIBBERD DOUGLAS G
C/O SOLARWINDS, INC.
7171 SOUTHWEST PARKWAY, BUILDING 400
AUSTIN, TX 78735

EVP, Pres. Bus.Operations

Signatures

/s/ Jason W. Bliss, Attorney
in Fact

11/12/2015

__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) Shares sold pursuant to a 10b5-1 Trading Plan.

(2) This transaction was executed in multiple trades at prices ranging from \$57.98 to \$58.16, inclusive. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold and each separate price within the ranges set forth in this footnote.

(3) 1/4 of the shares vested and became exercisable on February 25, 2011 and 1/48 of the shares vested and became exercisable each month thereafter.

(4) 1/4 of the shares vested and became exercisable on January 4, 2012 and 1/48 of the shares vested and became exercisable each month thereafter.

(5) 1/60th of the shares vested and became exercisable on February 4, 2012 and 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.

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