

Ramsey James Burr
 Form 4
 February 11, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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, 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 *
 Ramsey James Burr

(Last) (First) (Middle)
 C/O NETSUITE INC., 2955
 CAMPUS DRIVE, SUITE 100
 (Street)

SAN MATEO, CA 94403

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 NETSUITE INC [N]

3. Date of Earliest Transaction (Month/Day/Year)
 02/07/2013

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)
 SVP Worldwide Sales & Distrib.

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	02/07/2013		M		2,549	A	\$ 5	69,740	D	
Common Stock	02/07/2013		M		3,458	A	\$ 10.62	73,198	D	
Common Stock	02/07/2013		M		9,167	A	\$ 13.35	82,365	D	
Common Stock	02/07/2013		M		10,000	A	\$ 12.4	92,365	D	
Common Stock	02/07/2013		M		3,819	A	\$ 29.32	96,184	D	

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Common Stock	02/07/2013	M	3,015	A	\$ 46.78	99,199	D
Common Stock	02/07/2013	<u>S⁽¹⁾</u>	30,208	D	\$ <u>66.1948</u> <u>(1)</u>	68,991	D
Common Stock	02/07/2013	<u>S⁽¹⁾</u>	1,800	D	\$ <u>66.9217</u> <u>(1)</u>	67,191	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 5	02/07/2013		D	2,549	<u>(2)</u> 12/30/2015	Common Stock	2,549	
Employee Stock Option (right to buy)	\$ 10.62	02/07/2013		D	3,458	<u>(3)</u> 08/19/2018	Common Stock	3,458	
Employee Stock Option (right to buy)	\$ 13.35	02/07/2013		D	9,167	<u>(4)</u> 08/14/2019	Common Stock	9,167	
Employee Stock Option (right to buy)	\$ 12.4	02/07/2013		D	10,000	<u>(5)</u> 03/03/2020	Common Stock	10,000	

buy)

Employee
Stock

Option	\$ 29.32	02/07/2013		D	3,819	<u>(6)</u>	03/07/2021	Common Stock	3,819
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(right to
buy)

Employee
Stock

Option	\$ 46.78	02/07/2013		D	3,015	<u>(7)</u>	03/03/2022	Common Stock	3,015
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(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ramsey James Burr C/O NETSUITE INC. 2955 CAMPUS DRIVE, SUITE 100 SAN MATEO, CA 94403			SVP Worldwide Sales & Distrib.	

Signatures

/s/ Douglas P. Solomon, by power of attorney
02/11/2013

__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).

The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$65.76 to

(1) \$66.74 and from \$66.78 to \$67.11 per share, respectively. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(2) This option is subject to an early exercise provision and is immediately exercisable. One ninety-sixth of the original shares subject to this option vested on January 30, 2006 and one ninety-sixth of the shares vest monthly thereafter.

(3) This option is fully vested.

(4) The option vests in forty-eight equal monthly installments beginning on September 15, 2009.

(5) The option vests in forty-eight equal monthly installments beginning on April 3, 2010.

(6) The option vests in forty-eight equal monthly installments beginning on April 3, 2011.

(7) The option vests in forty-eight equal monthly installments beginning on April 3, 2012.

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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