

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <b>WALECKA JOHN L</b>  (Last) (First) (Middle) <b>C/O REDPOINT VENTURES</b> <b>3000 SAND HILL ROAD, BLDG. 2, SUITE 290</b>  (Street) <b>MENLO PARK CA 94025</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>FORTINET INC [ FTNT ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>11/23/2009</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	11/23/2009		C		6,726,812	A	(1)	6,726,812	I	See footnote(2)
Common Stock	11/23/2009		C		1,954,800	A	(3)	8,681,612	I	See footnote(2)
Common Stock	11/23/2009		S		868,160	D	\$11.625	7,813,452	I	See footnote(2)
Common Stock	11/23/2009		C		155,541	A	(1)	155,541	I	See footnote(4)
Common Stock	11/23/2009		C		45,200	A	(3)	200,741	I	See footnote(4)
Common Stock	11/23/2009		S		20,074	D	\$11.625	180,667	I	See footnote(4)

**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 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: 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				
Series D Convertible Preferred Stock	(1)	11/23/2009		C			6,726,812	(1)	(1)	Common Stock	6,726,812	\$0	0	I	See footnote(2)
Series E Convertible Preferred Stock	(3)	11/23/2009		C			1,954,800	(3)	(3)	Common Stock	1,954,800	\$0	0	I	See footnote(2)
Series D Convertible Preferred Stock	(1)	11/23/2009		C			155,541	(1)	(1)	Common Stock	155,541	\$0	0	I	See footnote(4)
Series E Convertible Preferred Stock	(3)	11/23/2009		C			45,200	(3)	(3)	Common Stock	45,200	\$0	0	I	See footnote(4)

**Explanation of Responses:**

- The Series D Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis upon the closing of the Issuer's initial public offering of common stock and had no expiration date.
- Shares held directly by Redpoint Ventures II, LP ("Redpoint Ventures"). The Reporting Person is a managing member of Redpoint Ventures II, LLC, the general partner of Redpoint Ventures, and may be deemed to indirectly beneficially own such shares. The Reporting Person disclaims beneficial ownership of all such shares, except to the extent of his pecuniary interest therein.
- The Series E Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis upon the closing of the Issuer's initial public offering of common stock and had no expiration date.
- Shares held directly by Redpoint Associates II, LLC ("Redpoint Associates"). The Reporting Person is a managing member of Redpoint Associates and may be deemed to indirectly beneficially own such shares. The Reporting Person disclaims beneficial ownership of all such shares, except to the extent of his pecuniary interest therein.

/s/ John Walecka

11/23/2009

\*\* 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.

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