SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

PAISLEY CHRISTOPHER B	2. Date of Even Requiring State (Month/Day/Yea 11/17/2009	ment	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>FORTINET INC</u> [ FTNT ]					
(Last) (First) (Middle) C/O FORTINET, INC. 1090 KIFER ROAD			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner			5. If Amendment, Date of Original Filed (Month/Day/Year)		
			Officer (give title below)	Other (spe	cify 6. In	6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street) SUNNYVALE CA 94086					X		y One Reporting Person y More than One erson	
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)			ature of Indirect Beneficial Ownership tr. 5)		
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Stock Option (right to buy)	(1)	02/26/2014	Common Stock	100,000	0.95	D		
Stock Option (right to buy)	(2)	04/23/2015	Common Stock	48,000	7.47	D		
Stock Option (right to buy)	(3)	04/30/2016	Common Stock	12,000	7.68	D		

Explanation of Responses:

1. Shares subject to the option are fully vested and immediately exercisable.

2. One forty-eighth of the shares subject to the option vested on June 1, 2008 and one forty-eighth of the shares shall vest monthly thereafter.

3. One forty-eighth of the shares subject to the option vested on June 1, 2009 and one forty-eighth of the shares shall vest monthly thereafter.

/s/ John Whittle, by power of attorney

11/17/2009

\*\* 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 5 (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.

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 Number.

The undersigned, as a Section 16 reporting person of Fortinet, Inc. (the "Company"), hereby constitutes and appoints Ken Xie, Ken Goldman, John Whittle and Robert Turner, the undersigned's true and lawful attorneys-in-fact to:

- 1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
- 2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agent shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14th day of November, 2009.

Signature: /s/ Christopher B. Paisley Print Name: Christopher B. Paisley