

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* <u>Xie Michael</u> (Last) (First) (Middle) C/O FORTINET, INC. 1090 KIFER ROAD (Street) SUNNYVALE CA 94086 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>FORTINET INC [FTNT]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Engineering & CTO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/27/2014</u> | |
| | 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 | 03/27/2014 | | G | V | 1,465,657 | D | \$0 | 0 | I | See footnote ⁽¹⁾ |
| Common Stock | 03/27/2014 | | G | V | 1,465,657 | D | \$0 | 0 | I | See footnote ⁽²⁾ |
| Common Stock | 03/27/2014 | | G | V | 662,488 | A | \$0 | 662,488 | I | See footnote ⁽³⁾ |
| Common Stock | 05/01/2014 | | M ⁽⁴⁾ | | 1,041 | A | \$0 | 6,629,041 | D | |
| Common Stock | 05/01/2014 | | M ⁽⁵⁾ | | 2,500 | A | \$0 | 6,631,541 | D | |
| Common Stock | 05/01/2014 | | F ⁽⁶⁾ | | 1,332 | D | \$21.94 | 6,630,209 | D | |
| Common Stock | 05/02/2014 | | S ⁽⁷⁾ | | 2,209 | D | \$21.98 | 6,628,000 | D | |
| Common Stock | | | | | | | | 2,668,756 | I | See footnote ⁽⁸⁾ |
| Common Stock | | | | | | | | 2,668,756 | I | See footnote ⁽⁹⁾ |

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 |
| Restricted Stock Units | \$0 ⁽¹⁰⁾ | 05/01/2014 | | M ⁽⁴⁾ | | 1,041 | | (11) | (11) | Common Stock | 1,041 | \$0 | 9,376 | D | |
| Restricted Stock Units | \$0 ⁽¹⁰⁾ | 05/01/2014 | | M ⁽⁵⁾ | | 2,500 | | (12) | (12) | Common Stock | 2,500 | \$0 | 27,500 | D | |

Explanation of Responses:

- Shares held directly by the Michael Xie Grantor Retained Annuity Trust dated February 9, 2011, for which the Reporting Person serves as a trustee.
- Shares held directly by the Danke Wu Grantor Retained Annuity Trust dated February 9, 2011, for which the Reporting Person serves as a trustee.
- Shares held directly by The K.A. Children's Trust dated February 9, 2011, for which the Reporting Person serves as a trustee.
- Vesting of restricted stock units ("RSUs") granted to the Reporting Person on August 8, 2012.
- Vesting of RSUs granted to the Reporting Person on February 13, 2013.
- Exempt transaction pursuant to Section 16b-3(e) - payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of on this line were relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of RSUs.
- The sales reported on this line were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 8, 2013.
- Shares held directly by the 2014 Michael Xie Grantor Retained Annuity Trust dated March 6, 2014, for which the Reporting Person serves as a trustee.

9. Shares held directly by the 2014 Danke Wu Grantor Retained Annuity Trust dated March 6, 2014, for which the Reporting Person serves as a trustee.

10. Each RSU represents a contingent right to receive one share of the Issuer's common stock.

11. 25% of the RSUs vested on August 1, 2013, then the remaining 75% of the RSUs vest in equal installments on each quarterly anniversary thereafter, until such time as the RSUs are 100% vested, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting.

12. 25% of the RSUs vested on February 1, 2014, then the remaining 75% of the RSUs vest in equal installments on each quarterly anniversary thereafter, until such time as the RSUs are 100% vested, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting.

Remarks:

/s/ John Whittle, by power of
attorney

05/02/2014

** 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.

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.