

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
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1. Name and Address of Reporting Person* <u>Xie Ken</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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 11/23/2010	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	05/25/2010		G	V	6,000	D	\$0	5,862,499	D	
Common Stock	06/22/2010		G	V	6,000	D	\$0	5,856,499	D	
Common Stock	07/20/2010		G	V	6,000	D	\$0	5,850,499	D	
Common Stock	08/24/2010		G	V	12,000	D	\$0	5,838,499	D	
Common Stock	09/27/2010		G	V	18,000	D	\$0	6,417,355 ⁽¹⁾⁽²⁾	D	
Common Stock	10/19/2010		G	V	18,000	D	\$0	6,399,355	D	
Common Stock	11/23/2010		M		30,000	A	\$2.15	6,429,355	D	
Common Stock	11/23/2010		M		150,000	A	\$2.365	6,579,355	D	
Common Stock	11/23/2010		S ⁽³⁾		90,000	D	\$31.5242 ⁽⁴⁾	6,489,355	D	
Common Stock	11/23/2010		G	V	18,000	D	\$0	6,471,355	D	
Common Stock	09/14/2010		G	V	367,287	D	\$0	0 ⁽⁵⁾	I	See footnote ⁽⁶⁾
Common Stock	09/14/2010		G	V	367,287	D	\$0	0 ⁽⁷⁾	I	See footnote ⁽⁸⁾
Common Stock								1,201,572 ⁽⁹⁾	I	See footnote ⁽¹⁰⁾
Common Stock								1,201,572 ⁽¹¹⁾	I	See footnote ⁽¹²⁾

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				
Employee Stock Option (right to buy)	\$2.15	11/23/2010		M			30,000	(13)	03/01/2011	Common Stock	30,000	\$0	0	D	
Employee Stock Option (right to buy)	\$2.365	11/23/2010		M			150,000	(13)	07/20/2011	Common Stock	150,000	\$0	0	D	

Explanation of Responses:

1. Includes 298,428 shares previously reported as held directly by The Ken Xie 2009 Grantor Retained Annuity Trust dated September 10, 2009 for which the Reporting Person serves as trustee (the "Xie 2009 GRAT") and 298,428 shares previously reported as held directly by The Winnie Hiu-Yin Lee 2009 Grantor Retained Annuity Trust dated September 10, 2009 for which the Reporting Person's spouse serves as trustee (the "Lee 2009 GRAT") which were re-registered on September 10, 2010 and are now held directly by the Reporting Person.

2. Includes 223,297 shares previously reported as held directly by The Ken Xie 2007 Annuity Trust dated September 25, 2007 for which the Reporting Person serves as trustee (the "Xie 2007 Annuity Trust") and 223,297 shares previously reported as held directly by The Winnie Hiu-Yin Lee 2007 Annuity Trust dated September 25, 2007 for which the Reporting Person's spouse serves as trustee (the "Lee 2007 Annuity Trust").

Trust") which were re-registered on September 14, 2010 and are now held directly by the Reporting Person.

3. The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 30, 2009, as amended.

4. The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$31.11 to \$31.77 per share. 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.

5. Excludes 223,297 shares previously reported as held directly by the Xie 2007 Annuity Trust which were re-registered on September 14, 2010 and are now held directly by the Reporting Person.

6. Shares held directly by the Xie 2007 Annuity Trust.

7. Excludes 223,297 shares previously reported as held directly by the Lee 2007 Annuity Trust which were re-registered on September 14, 2010 and are now held directly by the Reporting Person.

8. Shares held directly by the Lee 2007 Annuity Trust.

9. Excludes 298,428 shares previously reported as held directly by the Xie 2009 GRAT which were re-registered on September 10, 2010 and are now held directly by the Reporting Person.

10. Shares held directly by the Xie 2009 GRAT.

11. Excludes 298,428 shares previously reported as held directly by the Lee 2009 GRAT which were re-registered on September 10, 2010 and are now held directly by the Reporting Person.

12. Shares held directly by the Lee 2009 GRAT.

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

/s/ John Whittle, by power of
attorney

11/24/2010

** 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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