

**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                                 |           |
|--|-----------|
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|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person*<br><u>Whittle John</u><br><br>(Last) (First) (Middle)<br><u>C/O FORTINET, INC. 1090 KIFER ROAD</u><br><br>(Street)<br><u>SUNNYVALE CA 94086</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>FORTINET INC [ FTNT ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>VP &amp; General Counsel</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>05/02/2011</u>       |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                    | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br><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                    | 05/02/2011                           |  | M                              |   | 4,998   | A          | \$7.47                   | 4,998   | D  |   |
| Common Stock                    | 05/02/2011                           |  | s <sup>(1)</sup>               |   | 2,198   | D          | \$46.7846 <sup>(2)</sup> | 2,800   | D  |   |
| Common Stock                    | 05/02/2011                           |  | s <sup>(1)</sup>               |   | 1,700   | D          | \$47.5953 <sup>(3)</sup> | 1,100   | D  |   |
| Common Stock                    | 05/02/2011                           |  | s <sup>(1)</sup>               |   | 1,100   | D          | \$48.7527 <sup>(4)</sup> | 0   | D  |   |

**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 |
| Employee Stock Option (right to buy)       | \$7.47   | 05/02/2011                           |  | M                              |   | 2,082  |     | (5)  | 04/23/2015      | Common Stock  | 2,082                                      | \$0  | 12,502  | D  |       |
| Employee Stock Option (right to buy)       | \$7.47   | 05/02/2011                           |  | M                              |   | 2,916  |     | (6)  | 01/28/2016      | Common Stock  | 2,916                                      | \$0  | 30,626  | D  |       |

**Explanation of Responses:**

- The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 24, 2010.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$46.24 to \$47.23 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 within the ranges set forth in footnotes (2) and (3) to this Form 4.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$47.24 to \$48.19 per share.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$48.55 to \$49.18 per share.
- One-fourth of the shares subject to the option vested on April 23, 2009 and one forty-eighth of the shares shall vest monthly thereafter.
- One-fourth of the shares subject to the option vested on January 28, 2010 and one forty-eighth of the shares shall vest monthly thereafter.

/s/ John Whittle

05/04/2011

\*\* 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.