BERRY MICHAEL J Form 3 March 01, 2010

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement SolarWinds, Inc. [SWI] BERRY MICHAEL J (Month/Day/Year) 03/01/2010 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O SOLARWINDS, (Check all applicable) INC., 3711 S. MOPAC EXPY., **BLDG TWO** 10% Owner Director (Street) _X__ Officer Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) Senior Vice President & CFO _X_ Form filed by One Reporting Person

AUSTIN. TXÂ 78746

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(State)

(City)

(Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form:

4. Nature of Indirect Beneficial Ownership

Reporting Person

Form filed by More than One

Direct (D) or Indirect (Instr. 5)

(I) (Instr. 5)

Â Common Stock $18,000^{(1)}$ D

Reminder: Report on a separate line for each class of securities beneficially

SEC 1473 (7-02)

owned directly or indirectly.

(Zip)

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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. 5. Ownership Conversion or Exercise Form of Price of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	(2)	02/16/2020	Common Stock	300,000	\$ 18.97	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
F	Director	10% Owner	Officer	Other	
BERRY MICHAEL J C/O SOLARWINDS, INC. 3711 S. MOPAC EXPY., BLDG TWO AUSTIN Â TX Â 78746	Â	Â	Senior Vice President & CFO	Â	

Signatures

/s/ Bryan A. Sims, Attorney-in-Fact for Michael J.
Berry 03/01/2010

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- Represents the grant of restricted stock units that will entitle the reporting person to receive one share of issuer's common stock per restricted stock unit. The restricted stock units vest in four equal annual installments beginning February 25, 2011. In the event of the termination of the reporting person as a service provider, the reporting person's right to acquire the balance of the restricted stock units that have not vested as of the time of termination as a service provider shall immediately terminate.
- (2) 1/4 of the shares vest and become exercisable on March 1, 2011 and 1/48 of the shares vest and become exercisable each month thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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