

NETFLIX INC  
Form 4  
February 18, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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 Person \*  
**McCARTHY BARRY**

(Last) (First) (Middle)  
**100 WINCHESTER CIRCLE**  
  
(Street)

**LOS GATOS, CA 95032**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**NETFLIX INC [NFLX]**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/16/2010**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chief Financial Officer**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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	02/16/2010		M		12,626 (1) A \$ 14.5	D	
Common Stock	02/16/2010		S		12,626 (1) D \$ 65	D	
Common Stock	02/16/2010		M		11,234 (1) A \$ 16.33	D	
Common Stock	02/16/2010		S		11,234 (1) D \$ 65	D	
Common Stock	02/16/2010		M		15,097 (1) A \$ 16.55	D	

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Common Stock	02/16/2010	S	<u>15,097</u> (1)	D	\$ 65	51,563	D
Common Stock	02/16/2010	M	<u>8,334</u> (1)	A	\$ 17.26	59,897	D
Common Stock	02/16/2010	S	<u>8,334</u> (1)	D	\$ 65	51,563	D
Common Stock	02/16/2010	M	<u>12,051</u> (1)	A	\$ 17.16	63,614	D
Common Stock	02/16/2010	S	<u>12,051</u> (1)	D	\$ 65	51,563	D
Common Stock	02/16/2010	M	<u>8,334</u> (1)	A	\$ 16.83	59,897	D
Common Stock	02/16/2010	S	<u>8,334</u> (1)	D	\$ 65	51,563	D
Common Stock	02/16/2010	M	<u>4,012</u> (1)	A	\$ 20.5	55,575	D
Common Stock	02/16/2010	S	<u>4,012</u> (1)	D	\$ 65	51,563	D
Common Stock	02/16/2010	M	<u>9,736</u> (1)	A	\$ 21.22	61,299	D
Common Stock	02/16/2010	S	<u>9,736</u> (1)	D	\$ 65	51,563	D
Common Stock	02/16/2010	M	<u>11,660</u> (1)	A	\$ 21.45	63,223	D
Common Stock	02/16/2010	S	<u>11,660</u> (1)	D	\$ 65	51,563	D
Common Stock	02/16/2010	M	<u>9,592</u> (1)	A	\$ 21.57	61,155	D
Common Stock	02/16/2010	S	<u>9,592</u> (1)	D	\$ 65	51,563	D
Common Stock	02/16/2010	M	<u>9,074</u> (1)	A	\$ 22.04	60,637	D
Common Stock	02/16/2010	S	<u>9,074</u> (1)	D	\$ 65	51,563	D
Common Stock	02/16/2010	M	<u>9,332</u> (1)	A	\$ 22.15	60,895	D
Common Stock	02/16/2010	S	<u>9,332</u> (1)	D	\$ 65	51,563	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 14.5	02/16/2010		M	12,626 (1)	06/01/2005	06/01/2015	Common Stock	12,626
Non-Qualified Stock Option (right to buy)	\$ 16.33	02/16/2010		M	11,234 (1)	10/01/2004	10/01/2014	Common Stock	11,234
Non-Qualified Stock Option (right to buy)	\$ 16.55	02/16/2010		M	15,097 (1)	07/01/2005	07/01/2015	Common Stock	15,097
Non-Qualified Stock Option (right to buy)	\$ 17.26	02/16/2010		M	8,334 (1)	10/01/2003	10/01/2013	Common Stock	8,334
Non-Qualified Stock Option (right to buy)	\$ 17.16	02/16/2010		M	12,051 (1)	08/01/2007	08/01/2017	Common Stock	12,051
Non-Qualified Stock Option (right to buy)	\$ 16.83	02/16/2010		M	8,334 (1)	09/02/2003	09/02/2013	Common Stock	8,334
Non-Qualified Stock Option (right to buy)	\$ 20.5	02/16/2010		M	4,012 (1)	08/01/2006	08/01/2016	Common Stock	4,012
Non-Qualified Stock Option (right to buy)	\$ 21.22	02/16/2010		M	9,736 (1)	10/01/2007	10/01/2017	Common Stock	9,736
Non-Qualified Stock Option (right to buy)	\$ 21.45	02/16/2010		M	11,660 (1)	09/01/2005	09/01/2015	Common Stock	11,660
Non-Qualified Stock Option	\$ 21.57	02/16/2010		M	9,592 (1)	06/01/2007	06/01/2017	Common Stock	9,592

(right to buy)

Non-Qualified Stock Option (right to buy)	\$ 22.04	02/16/2010	M	9,074 <u>(1)</u>	12/01/2008	12/01/2018	Common Stock	9,
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Non-Qualified Stock Option (right to buy)	\$ 22.15	02/16/2010	M	9,332 <u>(1)</u>	05/01/2007	05/01/2017	Common Stock	9,
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCARTHY BARRY 100 WINCHESTER CIRCLE LOS GATOS, CA 95032			Chief Financial Officer	

## Signatures

By: David Hyman, Authorized Signatory For: Barry  
McCarthy

02/18/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Transaction made pursuant to duly adopted trading plan under Rule 10b5-1(c).

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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