

FORM 4

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

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

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]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer		
			3. Date of Earliest Transaction (MM/DD/YYYY) 2/16/2010							
			4. If Amendment, Date Original Filed (MM/DD/YYYY)					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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/16/2010		M		12626 (I)	A	\$14.5			64189	D	
Common Stock	2/16/2010		S		12626 (I)	D	\$65			51563	D	
Common Stock	2/16/2010		M		11234 (I)	A	\$16.33			62797	D	
Common Stock	2/16/2010		S		11234 (I)	D	\$65			51563	D	
Common Stock	2/16/2010		M		15097 (I)	A	\$16.55			66660	D	
Common Stock	2/16/2010		S		15097 (I)	D	\$65			51563	D	
Common Stock	2/16/2010		M		8334 (I)	A	\$17.26			59897	D	
Common Stock	2/16/2010		S		8334 (I)	D	\$65			51563	D	
Common Stock	2/16/2010		M		12051 (I)	A	\$17.16			63614	D	
Common Stock	2/16/2010		S		12051 (I)	D	\$65			51563	D	
Common Stock	2/16/2010		M		8334 (I)	A	\$16.83			59897	D	
Common Stock	2/16/2010		S		8334 (I)	D	\$65			51563	D	
Common Stock	2/16/2010		M		4012 (I)	A	\$20.5			55575	D	
Common Stock	2/16/2010		S		4012 (I)	D	\$65			51563	D	
Common Stock	2/16/2010		M		9736 (I)	A	\$21.22			61299	D	
Common Stock	2/16/2010		S		9736 (I)	D	\$65			51563	D	
Common Stock	2/16/2010		M		11660 (I)	A	\$21.45			63223	D	
Common Stock	2/16/2010		S		11660 (I)	D	\$65			51563	D	
Common Stock	2/16/2010		M		9592 (I)	A	\$21.57			61155	D	
Common Stock	2/16/2010		S		9592 (I)	D	\$65			51563	D	
Common Stock	2/16/2010		M		9074 (I)	A	\$22.04			60637	D	
Common Stock	2/16/2010		S		9074 (I)	D	\$65			51563	D	
Common Stock	2/16/2010		M		9332 (I)	A	\$22.15			60895	D	
Common Stock	2/16/2010		S		9332 (I)	D	\$65			51563	D	

Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
Non-Qualified Stock Option (right to buy)	\$14.5	2/16/2010		M					12626 (1)	6/1/2005	6/1/2015	Common Stock	12626	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$16.33	2/16/2010		M					11234 (1)	10/1/2004	10/1/2014	Common Stock	11234	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$16.55	2/16/2010		M					15097 (1)	7/1/2005	7/1/2015	Common Stock	15097	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$17.26	2/16/2010		M					8334 (1)	10/1/2003	10/1/2013	Common Stock	8334	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$17.16	2/16/2010		M					12051 (1)	8/1/2007	8/1/2017	Common Stock	12051	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$16.83	2/16/2010		M					8334 (1)	9/2/2003	9/2/2013	Common Stock	8334	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$20.5	2/16/2010		M					4012 (1)	8/1/2006	8/1/2016	Common Stock	4012	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$21.22	2/16/2010		M					9736 (1)	10/1/2007	10/1/2017	Common Stock	9736	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$21.45	2/16/2010		M					11660 (1)	9/1/2005	9/1/2015	Common Stock	11660	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$21.57	2/16/2010		M					9592 (1)	6/1/2007	6/1/2017	Common Stock	9592	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$22.04	2/16/2010		M					9074 (1)	12/1/2008	12/1/2018	Common Stock	9074	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$22.15	2/16/2010		M					9332 (1)	5/1/2007	5/1/2017	Common Stock	9332	\$0	0	D	

Explanation of Responses:

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

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

2/18/2010

** Signature of Reporting Person

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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