

FORM 4

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

OMB APPROVAL
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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
BATTLE A GEORGE	NETFLIX INC [NFLX]	☒ Director ☐ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	☐ Officer (give title below) ☐ Other (specify below)
C/O NETFLIX, INC., 100 WINCHESTER CIRCLE	4/28/2011	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
LOS GATOS, CA 95032	5/10/2011	☒ Form filed by One Reporting Person
(City) (State) (Zip)		☐ 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	4/28/2011		S		1000 (1)	D	\$233.29 (2)	21000	D	
Common Stock	4/28/2011		S		1000 (1)	D	\$234.90 (3)	20000	D	
Common Stock	4/28/2011		S		500 (1)	D	\$236.40 (4)	19500	D	
Common Stock	4/28/2011		S		500 (1)	D	\$238.00 (5)	19000	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate 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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Transaction made pursuant to duly adopted trading plan under Rule 10b5-1(c).
- (2) The original Form 4 reported the weighted average sale price in a range greater than \$1.00. This amended Form 4 is being filed solely for the purpose of reporting the weighted average sale price in \$1.00 increments. The total net number of shares sold has not changed. This transaction was executed in multiple trades at prices ranging from \$233.10 to \$233.48. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) The original Form 4 reported the weighted average sale price in a range greater than \$1.00. This amended Form 4 is being filed solely for the purpose of reporting the weighted average sale price in \$1.00 increments. The total net number of shares sold has not changed. This transaction was executed in multiple trades at prices ranging from \$234.40 to \$235.40. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (4) The original Form 4 reported the weighted average sale price in a range greater than \$1.00. This amended Form 4 is being filed solely for the purpose of reporting the weighted average sale price in \$1.00 increments. The total net number of shares sold has not changed. This transaction was executed in a single trade.
- (5) The original Form 4 reported the weighted average sale price in a range greater than \$1.00. This amended Form 4 is being filed solely for the purpose of reporting the weighted average sale price in \$1.00 increments. The total net number of shares sold has not changed. This transaction was executed in multiple trades at prices ranging from \$237.99 to \$238.03. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BATTLE A GEORGE C/O NETFLIX, INC. 100 WINCHESTER CIRCLE LOS GATOS, CA 95032	X			

Signatures**David Hyman, Authorized Signatory For: A. George Battle****5/10/2011**

—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 control number.