#### WERDANN MICHAEL A

Form 4 July 01, 2011

# FORM 4

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

OMB Number: 3235-0287

5 Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

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burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

WERDANN	*	-	Symbol	Issuer			
			NETGEAR, INC [NTGR]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	•			
			(Month/Day/Year)	Director 10% Owner			
NETGEAR,	INC., 350 E	•	07/01/2011	X Officer (give title Other (specify			
PLUMERIA	DR.			below) below) VP, Worldwide Retail Sales			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				_X_ Form filed by One Reporting Person			
SAN JOSE, O	CA 95134			Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	equired, Disposed of, or Beneficially Owned			

(City)	(State)	(Zip) Tabl	e I - Non-De	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y 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)		d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	07/01/2011		M(12)	313	A	\$ 11.41	5,113	D	
Common Stock	07/01/2011		M(12)	313	A	\$ 28.79	5,426	D	
Common Stock	07/01/2011		M(12)	3,000	A	\$ 20.8	8,426	D	
Common Stock	07/01/2011		S(12)	3,626	D	\$ 43.4 (13)	4,800	D	

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Num n of Deriv Securiti Acquire (A) or Dispose (D) (Instr. 3 and 5)	vative ies ed	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>						<u>(4)</u>	(2)	Common Stock	1,500
Employee Stock Option (Right to Buy)	\$ 28.79	07/01/2011		M(12)	<del>.</del>	313	<u>(3)</u>	01/11/2018	Common Stock	313
Employee Stock Option (Right to Buy)	\$ 11.41	07/01/2011		M <u>(12)</u>	<del>.</del>	313	<u>(5)</u>	01/16/2019	Common Stock	313
Restricted Stock Units	(1)						<u>(6)</u>	<u>(2)</u>	Common Stock	3,000
Employee Stock Option (Right to Buy)	\$ 21.1						<u>(7)</u>	02/02/2020	Common Stock	10,001
Employee Stock Option (Right to Buy)	\$ 20.8	07/01/2011		M <u>(12)</u>	3	3,000	(8)	06/13/2020	Common Stock	3,000
Employee Stock	\$ 35.32						<u>(9)</u>	02/03/2021	Common Stock	15,000

Option (Right to Buy)

Common Stock	\$ 33.15	(10)	04/26/2021	Common Stock	2,400
Common Stock	\$ 38.01	(11)	05/24/2021	Common Stock	10,000

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

WERDANN MICHAEL A NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134

VP, Worldwide Retail Sales

### **Signatures**

/s/ Andrew W. Kim, Attorney o7/01/2011

\*\*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) Converts to common stock on a one for one basis.
- (2) Not applicable.
- (3) 25% of the option grant is exercisable on 1/11/2009, and 1/48 of the option grant is exercisable each month thereafter.
- (4) Stock units will be paid in an equal number of shares of the Issuer's common stock upon vesting of the units. 25% of the units will cliff vest on each anniversary of 1/11/2008, the vest start date, so that all of the units will have vested on 1/11/2012.
- (5) 25% of the option grant is exercisable on 1/16/2010, and 1/48 of the option grant is exercisable each month thereafter.
- Stock units will be paid in an equal number of shares of the Issuer's common stock upon vesting of the units. 25% of the units will cliff vest on each anniversary of 1/16/2009, the vesting start date, so that all of the units will have vested on 1/16/2013.
- (7) 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter.
- (8) 25% of the shares subject to the option shall vest on 6/13/2011, and 1/48th of the shares subject to the option shall vest each month thereafter, subject to the optionee continuing to be a service provider on such dates.
- (9) 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (10) 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (11) 25% of the option grant is exercisable on 5/24/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (12) The exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 3, 2011.

The sale price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$43.28 to \$43.47 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.

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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