

NETGEAR, INC
Form 4
February 26, 2014

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, 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 *
Rogers Tamesa

(Last) (First) (Middle)
350 EAST PLUMERIA DR.

(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETGEAR, INC [NTGR]

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2014

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)
SVP, Human Resources

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 02/24/2014 | | M ⁽¹²⁾ | 950 A \$ 11.41 | 7,475 | D | |
| Common Stock | 02/24/2014 | | S ⁽¹²⁾ | 950 D \$ 34.16 | 6,569 ⁽¹³⁾ | 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock | \$ 16.53 | | | | | (1) 02/09/2014 | Common Stock | 365 |
| Common Stock | \$ 19.55 | | | | | (2) 12/13/2015 | Common Stock | 1,500 |
| Common Stock | \$ 30.66 | | | | | (3) 04/16/2017 | Common Stock | 5,000 |
| Common Stock | \$ 28.79 | | | | | (4) 01/11/2018 | Common Stock | 5,000 |
| Common Stock | \$ 11.41 | 02/24/2014 | | M(12) | 950 | (5) 01/16/2019 | Common Stock | 950 |
| Common Stock | \$ 21.1 | | | | | (6) 02/02/2020 | Common Stock | 15,000 |
| Common Stock | \$ 20.8 | | | | | (7) 06/13/2020 | Common Stock | 8,000 |
| Common Stock | \$ 33.15 | | | | | (8) 04/26/2021 | Common Stock | 1,600 |
| Common Stock | \$ 35.32 | | | | | (9) 02/03/2021 | Common Stock | 15,000 |
| Common Stock | \$ 31.31 | | | | | (10) 06/06/2022 | Common Stock | 15,000 |
| Common Stock | \$ 32.54 | | | | | (11) 05/16/2023 | Common Stock | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rogers Tamesa 350 EAST PLUMERIA DR. | | | SVP, Human Resources | |

SAN JOSE, CA 95134

Signatures

/s/ Andrew W. Kim, Attorney
in Fact

02/26/2014

__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) 25% of the option grant is exercisable on 2/9/2005, and 1/48 of the option grant is exercisable each month thereafter.
100% of this option grant is exercisable as of December 13, 2005, the vesting start date. Shares underlying the option are restricted from transfer, with the restriction lapsing with respect to 25% of the shares on each subsequent anniversary of the vesting start date, so that all underlying shares will be free from transfer restrictions on December 13, 2009.
- (2) 25% of the option grant is exercisable on 2/9/2005, and 1/48 of the option grant is exercisable each month thereafter.
- (3) 25% of the option grant is exercisable on 4/16/2008, and 1/48 of the option grant is exercisable each month thereafter.
- (4) 25% of the option grant is exercisable on 1/11/2009, and 1/48 of the option grant is exercisable each month thereafter.
- (5) 25% of the option grant is exercisable on 1/16/2010, and 1/48 of the option grant is exercisable each month thereafter.
- (6) 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter.
- (7) 25% of the option grant is exercisable on 6/13/2011, and 1/48 of the option grant is exercisable each month thereafter.
- (8) 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (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 6/6/2013, and 1/48 of the option grant is exercisable each month thereafter.
- (11) 25% of the option grant is exercisable on 5/16/2014, and 1/48 of the option grant is exercisable each month thereafter.
- (12) The exercise and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 29, 2013.
- (13) Includes 44 shares acquired under the NETGEAR, Inc. Employee Stock Purchase Plan.

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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