

FALCON MICHAEL F
Form 4
January 04, 2011

FORM 4

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

OMB APPROVAL

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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, 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 *
FALCON MICHAEL F

(Last) (First) (Middle)
NETGEAR, INC., 350 E. 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)
12/31/2010

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)
SVP, Operations

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/31/2010		M ⁽¹¹⁾		625	A	\$ 11.41
Common Stock	12/31/2010		S ⁽¹¹⁾		625	D	\$ 33.63
Common Stock	01/03/2011		M ⁽¹¹⁾		10,937	A	\$ 28.79
Common Stock	01/03/2011		S ⁽¹¹⁾		10,937	D	\$ 34
Common Stock	01/03/2011		M ⁽¹¹⁾		12,625	A	\$ 29.23

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Common Stock	01/03/2011		<u>S⁽¹¹⁾</u>	12,625	D	\$ 35	5,555	D
Common Stock	01/03/2011		<u>M⁽¹¹⁾</u>	2,062	A	\$ 29.23	7,617	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	<u>(1)</u>					<u>(5)</u>	<u>(2)</u>	Common Stock	1,875
Restricted Stock Units	<u>(1)</u>					<u>(6)</u>	<u>(2)</u>	Common Stock	4,250
Employee Stock Option (Right to Buy)	\$ 29.23	01/03/2011		<u>M⁽¹¹⁾</u>	12,625	<u>(3)</u>	01/12/2017	Common Stock	12,625
Employee Stock Option (Right to Buy)	\$ 28.79	01/03/2011		<u>M⁽¹¹⁾</u>	10,937	<u>(4)</u>	01/11/2018	Common Stock	10,937
Employee Stock Option (Right to Buy)	\$ 11.41	12/31/2010		<u>M⁽¹¹⁾</u>	625	<u>(7)</u>	01/16/2019	Common Stock	625
	<u>(1)</u>					<u>(8)</u>	<u>(2)</u>		6,375

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- (8) 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.
- (9) 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter.
- (10) 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.
- (11) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 1, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.