FALCON MICHAEL F

Form 4

January 13, 2011

FORM 4

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

OMB 3235-0287 Number:

Expires:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

OMB APPROVAL

January 31,

2005

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * FALCON MICHAEL F | | | 2. Issuer Name and Ticker or Trading Symbol NETGEAR, INC [NTGR] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|--|----------|----------|---|---|--|--|
| (Last) (First) (Middle | | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | |
| | | | (Month/Day/Year) | Director 10% Owner | | |
| NETGEAR, INC., 350 E. | | | 01/11/2011 | X Officer (give title Other (specify below) | | |
| PLUMERIA DR. | | | | SVP, Operations | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | |
| SAN JOSE, CA 95134 | | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

| (City) | (State) | (Zip) Tabl | le I - Non-Do | 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) | if Transaction (A) or D Code (Instr. 3, | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | (IIIsti. +) | |
| Common Stock | 01/11/2011 | | M(11) | 312 | A | \$ 28.79 | 7,929 | D | |
| Common Stock | 01/11/2011 | | S(11) | 312 | D | \$ 36.88 | 7,617 | D | |
| Common Stock | 01/11/2011 | | M | 2,125 (12) | A | \$ 0 | 9,742 | D | |
| Common Stock | 01/11/2011 | | F | 780 | D | \$ 36.4 | 8,962 | D | |
| Common Stock | 01/12/2011 | | M(11) | 313 | A | \$ 29.23 | 9,275 | D | |

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| Common Stock | 01/12/2011 | S <u>(11)</u> | 313 | D | \$ 36.93 | 8,962 | D |
|-----------------|------------|---------------|---------------|---|-------------|--------|---|
| Common Stock | 01/12/2011 | M | 1,875 (12) | A | \$ 0 | 10,837 | D |
| Common Stock | 01/12/2011 | F | 688 | D | \$ 37.27 | 10,149 | D |

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

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.

SEC 1474

(9-02)

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) | n of D Secu Acqu (A) o Disp (D) | or cosed of er. 3, 4, | 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> | 01/12/2011 | | M | | 1,875 | <u>(5)</u> | (2) | Common Stock | 1,875 |
| Restricted Stock Units | (1) | 01/11/2011 | | M | | 2,125 | <u>(6)</u> | (2) | Common Stock | 2,125 |
| Employee Stock Option (Right to Buy) | \$ 28.79 | 01/11/2011 | | M <u>(11)</u> | | 312 | <u>(4)</u> | 01/11/2018 | Common Stock | 312 |
| Employee Stock Option (Right to Buy) | \$ 11.41 | | | | | | <u>(7)</u> | 01/16/2019 | Common Stock | 7,813 |
| Restricted Stock Units | <u>(1)</u> | | | | | | (8) | (2) | Common Stock | 6,375 |

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| Employee Stock Option (Right to Buy) | \$ 21.1 | | | | <u>(9)</u> | 02/02/2020 | Common Stock | 20,000 |
|--|----------|------------|---------------|-----|------------|------------|-----------------|--------|
| Employee Stock Option (Right to Buy) | \$ 20.8 | | | | (10) | 06/13/2020 | Common Stock | 17,000 |
| Employee Stock Option (Right to Buy) | \$ 29.23 | 01/12/2011 | M <u>(11)</u> | 313 | (3) | 01/12/2017 | Common Stock | 313 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| FALCON MICHAEL F | | | | | | |

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

SVP, Operations

Signatures

/s/ Andrew W. Kim, Attorney in Fact

01/13/2011

**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 1/12/2008, 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) 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 1/12/2007, the vest start date, so that all of the units will have vested on 1/12/2011.
- 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.
- (7) 25% of the option grant is exercisable on 1/16/2010, and 1/48 of the option grant is exercisable each month thereafter.
- (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.

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- (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 exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 1, 2010.
- (12) Acquired pursuant to the vesting of restricted stock units which convert to common stock on a one for one basis.

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.