#### WERDANN MICHAEL A

Form 4 April 28, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

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).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * WERDANN MICHAEL A	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)	3. Date of Earliest Transaction	(eneen am apprioaete)			
	(Month/Day/Year)	Director 10% Owner			
NETGEAR, INC., 350 E. PLUMERIA DR.	04/26/2011	_X_ Officer (give title Other (specify below) VP, Worldwide Retail Sales			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SAN JOSE, CA 95134	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	ecuri	ties Acc	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3,	(A) of (D) 4 and (A) or	) 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)
Common	04/26/2011		Code V A	Amount 4,800	(D)	Price \$ 0	4,800	D	

(10)

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)

### Edgar Filing: WERDANN MICHAEL A - Form 4

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. Transacti Code (Instr. 8)	Securitie	ative es d	Expiration D	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>	<u>(2)</u>	Common Stock	1,500	
Employee Stock Option (Right to Buy)	\$ 28.79						(3)	01/11/2018	Common Stock	3,438	
Employee Stock Option (Right to Buy)	\$ 11.41						<u>(5)</u>	01/16/2019	Common Stock	7,501	
Restricted Stock Units	(1)						<u>(6)</u>	(2)	Common Stock	3,000	
Employee Stock Option (Right to Buy)	\$ 21.1						<u>(7)</u>	02/02/2020	Common Stock	11,250	
Employee Stock Option (Right to Buy)	\$ 20.8						<u>(8)</u>	06/13/2020	Common Stock	12,000	
Employee Stock Option (Right to Buy)	\$ 35.32						<u>(9)</u>	02/03/2021	Common Stock	15,000	
Common Stock	\$ 33.15	04/26/2011		A	2,400		(11)	04/26/2021	Common Stock	2,400	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

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 in Fact

04/28/2011

\*\*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.
- 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.
  - Shares are represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Issuer's
- (10) common stock. 25% of the units will cliff vest on each anniversary of 4/26/2011, the vesting start date, so that all of the units will have vested on 4/26/2015.
- (11) 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.

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.

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