Clegg Michael Form 3 May 09, 2011

# FORM 3

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

**OMB APPROVAL** 

**OMB** Number:

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INITIAL STATEMENT OF 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 \*

A Clegg Michael

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

04/28/2011

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

NETGEAR, INC [NTGR]

(Check all applicable)

SVP and GM, SPBU

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O NETGEAR, INC., Â 350 EAST PLUMERIA DRIVE

(Street)

Director \_X\_\_ Officer

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

SAN JOSE, CAÂ 95134

1. Title of Security

(Instr. 4)

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership

Form: Direct (D)

(Instr. 5)

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Ownership

or Indirect (I) (Instr. 5)

Common Stock 9,800 (7) D

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

**Expiration Date** (Month/Day/Year)

2. Date Exercisable and

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Title

Derivative Security

Security: Direct (D)

#### Edgar Filing: Clegg Michael - Form 3

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	(1)	01/11/2018	Common Stock	2,813	\$ 28.79	D	Â
Employee Stock Option (Right to Buy)	(2)	01/16/2019	Common Stock	6,563	\$ 11.41	D	Â
Employee Stock Option (Right to Buy)	(3)	02/02/2020	Common Stock	10,313	\$ 21.1	D	Â
Employee Stock Option (Right to Buy)	(4)	06/13/2020	Common Stock	8,000	\$ 20.8	D	Â
Employee Stock Option (Right to Buy)	(5)	02/03/2021	Common Stock	20,000	\$ 35.32	D	Â
Employee Stock Option (Right to Buy)	(6)	04/26/2021	Common Stock	3,400	\$ 33.15	D	Â

# **Reporting Owners**

Reporting Owner Name / Address	Kelationships					
. 0	Director	10% Owner	Officer	Other		
Clegg Michael C/O NETGEAR, INC. 350 EAST PLUMERIA DRIVE SAN JOSE Â CA Â 95134	Â	Â	SVP and GM, SPBU	Â		

## **Signatures**

/s/ Andrew W. Kim, Attorney o5/09/2011

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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) 312.5 options are exercisable on the 11th day of each month, such that all options are exercisable by 1/11/2012.
- (2) 312.5 options are exercisable on the 16th day of each month, such that all options are exercisable by 1/16/2013.
- (3) 312.5 options are exercisable on the 2nd day of each month, such that all options are exercisable by 2/2/2014.
- (4) 25% of the options will be exercisable on 6/13/2011, and 1/48 of the options is exercisable each month thereafter.
- (5) 25% of the options will be exercisable on 2/3/2012, and 1/48 of the options is exercisable each month thereafter.
- (6) 25% of the options will be exercisable on 4/26/2012, and 1/48 of the options 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 common stock. 1,000 units will vest on each of 1/11/2012, 1/16/2012 and 1/16/2013; and 1,700 units will vest on each of 4/26/2012, 4/26/2013, 4/26/2014 and 4/26/2015.

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#### **Remarks:**

Reporting Owners 2

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### Exhibit 24 - Power of Attorney

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.