

NETGEAR, INC
Form 4
March 28, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
LO PATRICK CS

(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)
03/24/2016

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)
Chairman and CEO

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)
Common Stock				(A) Amount (D) Price	128,750	I	See footnote <u>(1)</u>
Common Stock				(A) Amount (D) Price	147,668	I	See footnote <u>(2)</u>
Common Stock	03/24/2016		A	30,000 <u>(3)</u> A \$ 0	157,890 <u>(4)</u>	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

SEC 1474 (9-02)

number.

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. Fair Value of Derivative Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 22.68					<u>(5)</u>	05/23/2016	Common Stock	11,500
Employee Stock Option (Right to Buy)	\$ 29.23					<u>(6)</u>	01/12/2017	Common Stock	74,800
Employee Stock Option (Right to Buy)	\$ 28.79					<u>(7)</u>	01/11/2018	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 11.41					<u>(8)</u>	01/16/2019	Common Stock	90,000
Employee Stock Option (Right to Buy)	\$ 21.1					<u>(9)</u>	02/02/2020	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 20.8					<u>(10)</u>	06/13/2020	Common Stock	40,000

Employee Stock Option (Right to Buy)	\$ 35.32	<u>(11)</u>	02/03/2021	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 33.15	<u>(12)</u>	04/26/2021	Common Stock	40,000
Employee Stock Option (Right to Buy)	\$ 31.31	<u>(13)</u>	06/06/2022	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 32.54	<u>(14)</u>	05/16/2023	Common Stock	108,510
Employee Stock Option (Right to Buy)	\$ 32.52	<u>(15)</u>	06/03/2024	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 31.28	<u>(16)</u>	06/02/2025	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 39.53	<u>(16)</u>	03/24/2026	Common Stock	115,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LO PATRICK CS NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134	X		Chairman and CEO	

Signatures

/s/ Andrew W. Kim, Attorney
in Fact

03/28/2016

__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) The shares are held by the Patrick and Emily Lo Revocable Trust dated 4-7-99.
 - (2) The shares are held by the education trusts of Mr. Lo's children. Mr. Lo is a co-trustee of each such trust.
 - (3) This RSU shall vest, in whole or in part, in accordance with the following schedule: 1/4 each year on the anniversary of the Vesting Start Date, March 31, 2016, subject to the recipient continuing to be a Service Provider on such dates.
 - (4) Includes 756 shares acquired under the NETGEAR, Inc. Employee Stock Purchase Plan
 - (5) 25% of the option grant is exercisable on 5/23/2007, and 1/48 of the option grant is exercisable each month thereafter.
 - (6) 25% of the option grant is exercisable on 1/12/2008, and 1/48 of the option grant is exercisable each month thereafter.
 - (7) 25% of the option grant is exercisable on 1/11/2009, and 1/48 of the option grant is exercisable each month thereafter.
 - (8) 25% of the option grant is exercisable on 1/16/2010, and 1/48 of the option grant is exercisable each month thereafter.
 - (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 twelve months 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) 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter.
 - (12) 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.
 - (13) 25% of the option grant is exercisable on 6/6/2013, and 1/48 of the option grant is exercisable each month thereafter.
 - (14) 25% of the option grant is exercisable on 5/16/2014, and 1/48 of the option grant is exercisable each month thereafter.
 - (15) 25% of the options will be exercisable on 6/03/2015, and 1/48 of the option grant is exercisable each month thereafter.
- This Option shall be exercisable, in whole or in part, in accordance with the following schedule: 25% of the Shares subject to the Option
- (16) shall vest twelve months after the Vesting Start Date, and 1/48 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.

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.