SOARES DAVID Form 4

January 20, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

Check this box if no longer subject to Section 16. 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 * SOARES DAVID			2. Issue Symbol	er Name an	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)		EAR, INC	C [NTGR]	(Chec	ck all applicable	:)	
, ,	, INC., 350 E.	(1.11010)		Day/Year)	ransaction	X_ Officer (give below)	e title Otho below) P, Worldwide S	er (specify	
	(Street)		4. If Am	endment, D	ate Original	6. Individual or Jo	oint/Group Filir	ng(Check	
			Filed(Mo	onth/Day/Yea	r)	Applicable Line) _X_ Form filed by 0	One Reporting Pe	erson	
SAN JOSE,	CA 95134					Form filed by N Person	More than One Re	porting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security	2. Transaction I (Month/Day/Ye		emed on Date, if		4. Securities Acquired on(A) or Disposed of (D)	5. Amount of Securities	6. Ownership Form: Direct		

						_			-
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	` ′	ispose	d of (D)	5. Amount of Securities	6. Ownership Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
							Reported	(111811.4)	(IIISU: 4)
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	01/16/2010		M	2,000 (14)	A	\$ 0	14,582	D	
Common Stock	01/16/2010		F	800	D	\$ 22.16	13,782	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: SOARES DAVID - Form 4

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)	S A (A (A (D (I)	ecuri Acquii A) or	ivative ties red sed of 3, 4,	6. Date Exer Expiration D (Month/Day	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	. (.	A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(5)</u>							(11)	<u>(7)</u>	Common Stock	1,875
Restricted Stock Units	<u>(5)</u>							(10)	<u>(7)</u>	Common Stock	4,000
Employee Stock Option (Right to Buy)	\$ 15.35							<u>(1)</u>	03/11/2015	Common Stock	8,750
Employee Stock Option (Right to Buy)	\$ 14.79							(2)	02/26/2014	Common Stock	1,667
Employee Stock Option (Right to Buy)	\$ 9.26							(3)	07/23/2014	Common Stock	2,501
Employee Stock Option (Right to Buy)	\$ 22.68							<u>(4)</u>	05/23/2016	Common Stock	10,000
Restricted Stock Units	<u>(5)</u>							<u>(6)</u>	<u>(7)</u>	Common Stock	1,000
Employee Stock Option (Right to	\$ 29.23							(8)	01/12/2017	Common Stock	20,000

Edgar Filing: SOARES DAVID - Form 4

Buy)								
Employee Stock Option (Right to Buy)	\$ 28.79				<u>(9)</u>	01/11/2018	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 11.41				(12)	01/16/2019	Common Stock	20,000
Restricted Stock	<u>(5)</u>	01/16/2010	D	2,000	(13)	<u>(7)</u>	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Treporting o wher realist resort	

Director 10% Owner Officer Other

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

Senior VP, Worldwide Sales

Signatures

Units

/s/ Andrew W. Kim, Attorney o1/20/2010 in Fact

**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).
- 100% of this option grant is exercisable on 3/11/05, the grant date. Shares underlying the option are restricted from transfer, with the restriction lapsing with respect to 25% of the shares on each subsequent anniversary of the grant date, so that all underlying shares will be free from transfer restrictions on 3/11/09.
- (2) 25% of the option grant is exercisable on 2/26/2005, and 1/48 of the option grant is exercisable each month thereafter.
- (3) 25% of the option grant is exercisable on 7/23/2005, and 1/48 of the option grant is exercisable each month thereafter.
- (4) 25% of the option grant is exercisable on 5/23/2007, and 1/48 of the option grant is exercisable each month thereafter.
- (5) Converts to common stock on a one for one basis.
- 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 5/23/06, the vest start date, so that all of the units will have vested on 5/23/2010.
- (7) Not applicable.
- (8) 25% of the option grant is exercisable on 1/12/2008, and 1/48 of the option grant is exercisable each month thereafter.
- (9) 25% of the option grant is exercisable on 1/11/2009, and 1/48 of the option grant is exercisable each month thereafter.

Reporting Owners 3

Edgar Filing: SOARES DAVID - Form 4

- (10) 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.
- (11) 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.
- (12) 25% of the option grant is exercisable on 1/16/2010, and 1/48 of the option grant is exercisable each month thereafter.
- (13) 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.
- (14) 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.