Edgar Filing: OLSON CHARLES T - Form 4

OLSON CH Form 4 January 20, FORN	2010	STATES					NGE C	OMMISSION	OMB AF OMB Number:	PROVAL 3235-0287	
Check the		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI SECURITIES							Expires:	January 31,	
if no lor subject Section Form 4 Form 5	to SIATEN 16. or								Estimated a burden hour response	0	
Form 5 obligations may continue. See Instruction 1(b). 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)										
OLSON CHARLES T Symbol				uer Name and Ticker or Trading I GEAR, INC [NTGR]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	/liddle)	3. Date of	f Earliest Tra	nsaction			(Check all applicable)			
				h/Day/Year) 5/2010				Director 10% Owner X Officer (give title Other (specify below) below) SVP, Engineering			
Filed(Mon				mendment, Date Original /Ionth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
SAN JOSE, CA 95134 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)		nsaction Date 2A. Deemed h/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securi (A) or Di (Instr. 3,	ties A ispose	cquired d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)		
Common Stock	01/16/2010			Code V M	Amount 2,125 (11)	(D) A	Price \$ 0	7,125	D		
Common Stock	01/16/2010			F	783	D	\$ 22.16	6,342	D		
Common Stock	01/19/2010			D <u>(12)</u>	1,216	D	\$ 22	5,126	D		
Common Stock	01/19/2010			M <u>(12)</u>	4,000	А	\$ 11.41	9,126	D		
Common Stock	01/19/2010			S	4,000	D	\$ 22	5,126	D		

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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)

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)			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>(2)</u>						(7)	(4)	Common Stock	2,125
Restricted Stock Units	<u>(2)</u>						(8)	(4)	Common Stock	4,250
Employee Stock Option (Right to Buy)	\$ 22.68						<u>(1)</u>	05/23/2016	Common Stock	9,063
Restricted Stock Units	<u>(2)</u>						(3)	(4)	Common Stock	1,000
Employee Stock Option (Right to Buy)	\$ 29.23						(5)	01/12/2017	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 28.79						<u>(6)</u>	01/11/2018	Common Stock	16,000
Employee Stock Option	\$ 11.41	01/19/2010		M <u>(12)</u>		4,000	<u>(9)</u>	01/16/2019	Common Stock	4,000

(Right to Buy)								
Restricted Stock Units	(2)	01/16/2010	М	2,125	<u>(10)</u>	<u>(4)</u>	Common Stock	2,125

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
OLSON CHARLES T NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134			SVP, Engineering				
Signatures							
/s/ Andrew W. Kim, Attorney in Fact		01/20/201	10				

**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) 25% of the option grant is exercisable on 5/23/2007, and 1/48 of the option grant is exercisable each month thereafter.
- (2) Converts to common stock on a one for one basis.
- (3) 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.
- (4) Not applicable.
- (5) 25% of the option grant is exercisable on 1/12/2008, and 1/48 of the option grant is exercisable each month thereafter.
- (6) 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 1/12/2007, the vest start date, so that all of the units will have vested on 1/12/2011.
- (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 1/11/2008, the vest start date, so that all of the units will have vested on 1/11/2012.
- (9) 25% of the option grant is exercisable on 1/16/2010, and 1/48 of the option grant is exercisable each month thereafter.
- (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 1/16/2009, the vesting start date, so that all of the units will have vested on 1/16/2013.
- (11) Acquired pursuant to the vesting of restricted stock units which convert to common stock on a one for one basis.
- (12) The transaction reported was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 18, 2009.

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.