WERDANN MICHAEL A

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

OMB APPROVAL

Number:

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** WERDANN MICHAEL A			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			NETGEAR, INC [NTGR]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
NETGEAR, II	NC., 350 E.		01/16/2010	_X_ Officer (give title Other (specify			
PLUMERIA DR.				below) below) VP, North America Sales			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
SAN JOSE, CA 95134				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I Non Doningtine Committee Ac	oning Disposed of an Danafisially Orong			

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	01/16/2010		M	1,500 (13)	A	\$ 0	4,636	D	
Common Stock	01/16/2010		F	586	D	\$ 22.16	4,050	D	

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

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

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)	iono S A (I	Securi Acqui A) or	ivative ties red sed of 3, 4,	Expiration Date		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>(4)</u>							<u>(9)</u>	<u>(6)</u>	Common Stock	750
Restricted Stock Units	<u>(4)</u>							(10)	<u>(6)</u>	Common Stock	3,000
Employee Stock Option (Right to Buy)	\$ 15.35							<u>(1)</u>	03/11/2015	Common Stock	3,750
Employee Stock Option (Right to Buy)	\$ 14.79							<u>(2)</u>	02/26/2014	Common Stock	1,667
Employee Stock Option (Right to Buy)	\$ 22.68							(3)	05/23/2016	Common Stock	3,230
Restricted Stock Units	<u>(4)</u>							<u>(5)</u>	(6)	Common Stock	1,000
Employee Stock Option (Right to Buy)	\$ 29.23							<u>(7)</u>	01/12/2017	Common Stock	5,000
Employee Stock Option (Right to	\$ 28.79							(8)	01/11/2018	Common Stock	15,000

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Stock Option (Right to Buy)	\$ 11.41				<u>(11)</u>	01/16/2019	Common Stock	15,000
Restricted Stock	<u>(4)</u>	01/16/2010	M	1,500	(12)	(6)	Common	1,500

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

WERDANN MICHAEL A NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134

VP, North America Sales

Stock

Signatures

/s/ Andrew W. Kim, Attorney 01/20/2010 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 **(1)** 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.
- 25% of the option grant is exercisable on 5/23/2007, and 1/48 of the option grant is exercisable each month thereafter. **(3)**
- **(4)** 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 **(5)** 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.
- **(6)** Not applicable.
- 25% of the option grant is exercisable on 1/12/2008, and 1/48 of the option grant is exercisable each month thereafter. **(7)**
- **(8)** 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 **(9)** 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.
- 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) 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.

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(13) Acquired pursuant to the vesting of restricted stock units which convert to common stock on a one for one basis.

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