PARKER GEORGE GC

Form 4 April 30, 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

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subject to Section 16. Form 4 or Form 5 obligations may continue.

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if no longer

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)

See Instruction

1. Name and A PARKER G	Symbol	er Name and EAR, INC	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle) 3. Date	of Earliest Ti	ransaction	(Check all a		applicable)	
C/O NETGI PLUMERIA	(Month)	Day/Year)		X Director 10% Owner Officer (give title below) Other (specify below)				
	4. If An	nendment, Da	ate Original	6. Individual or Joint/Group Filing(Check				
SAN JOSE,	CA 95134	Filed(M	onth/Day/Year	:)	Applicable Line) _X_ Form filed by 0 Form filed by N Person	One Reporting Pe More than One Re		
(City)	(State)	(Zip) Tal	ble I - Non-I	Derivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Code	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		

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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	04/28/2010		S	100	D	\$ 27.74	19,300	D	
Common Stock	04/28/2010		S	100	D	\$ 27.71	19,200	D	
Common Stock	04/28/2010		S	494	D	\$ 27.7	18,706	D	
Common Stock	04/28/2010		S	500	D	\$ 27.69	18,206	D	
Common Stock	04/28/2010		S	300	D	\$ 27.68	17,906	D	

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Common Stock	04/28/2010	S	500	D	\$ 27.67	17,406	D
Common Stock	04/28/2010	S	59	D	\$ 27.66	17,347	D
Common Stock	04/28/2010	S	306	D	\$ 27.65	17,041	D
Common Stock	04/28/2010	S	200	D	\$ 27.64	16,841	D
Common Stock	04/28/2010	S	335	D	\$ 27.63	16,506	D
Common Stock	04/28/2010	S	1,006	D	\$ 27.62	15,500	D
Common Stock	04/28/2010	S	300	D	\$ 27.61	15,200	D
Common Stock	04/28/2010	S	212	D	\$ 27.6	14,988	D
Common Stock	04/28/2010	S	412	D	\$ 27.59	14,576	D
Common Stock	04/28/2010	S	176	D	\$ 27.58	14,400	D

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

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SEC 1474 (9-02)

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)	4. Transactic Code (Instr. 8)	5. onNumber 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. Pri Deriv Secui (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock	<u>(1)</u>				(3)	<u>(4)</u>	Common Stock	2,667	

Common

Stock

1.800

(2)

06/02/2019

Units

Director Stock

Option \$ 14.75

(right to buy)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

PARKER GEORGE GC

C/O NETGEAR, INC.

350 E. PLUMERIA DR.

Signatures

SAN JOSE, CA 95134

/s/ Andrew W. Kim, Attorney in Fact

04/30/2010

**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) Converts to common stock on a one for one basis.
- (2) The option was granted under the NETGEAR, Inc. 2006 Long-Term Incentive Plan. The option becomes exercisable in full on the date of the Issuer's 2010 Annual Meeting of Stockholders.
- (3) Stock units will be paid in an equal number of shares of the Issuer's common stock upon vesting of the units. 1/3 of the original units granted will vest on each anniversary of 1/12/07, the vesting commencement date, so that all of the units will have vested on 1/12/10.
- (4) Not applicable.

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.

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