### Edgar Filing: Graham Jef - Form 4

Graham lef

Graham Jef Form 4											
May 27, 2010	)										
FORM	4									PPROVAL	
	UNITEI	) STATES		ITIES A. hington,			NGE (	COMMISSION	OMB Number:	3235-0287	
Check this if no long	or			<b>a a a a</b>		~			Expires:	January 31, 2005	
subject to Section 16 Form 4 or	<b>SIAIE</b> 5.	MENT O	F CHAN	GES IN I SECUR		CIAI	LOW	NERSHIP OF	Estimated a burden hou response	average Irs per	
may conti	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										
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> Graham Jef			2. Issuer Name <b>and</b> Ticker or Trading Symbol				g	5. Relationship of Reporting Person(s) to Issuer			
			NETGE	AR, INC	[NTGR]			(Chee	ck all applicable	e)	
(Last)	(First)	(Middle)		Earliest Tra	ansaction						
C/O NETGEAR, INC., 350 E. PLUMERIA DR.			(Month/Day/Year) 05/25/2010					_X_Director10% Owner Officer (give titleOther (specify below)below)			
	(Street)		4. If Amer	ndment, Dat	e Original			6. Individual or J	oint/Group Fili	ng(Check	
Fil SAN JOSE, CA 95134				Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
SAN JOSE,	CA 95154							Person			
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executi any	emed on Date, if /Day/Year)	3. Transactio Code (Instr. 8)	4. Securities ionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		SecuritiesFBeneficially(IOwnedIr	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	05/25/2010			Code V A	Amount 6,000 (3)	(D) A	Price \$ 0	(instr. 3 and 4) 25,400	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 number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and <i>J</i> Underlying S (Instr. 3 and	Securities	8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Director Stock Option (right to buy)	\$ 18.83					(1)	07/01/2015	Common Stock	8,333	
Director Stock Option (right to buy)	\$ 14.75					(2)	06/02/2019	Common Stock	1,800	

# **Reporting Owners**

Reporting Owner Name / Address		Relationsh	nips	
	Director	10% Owner	Officer	Other
Graham Jef C/O NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134	Х			
Signatures				
/s/ Andrew W. Kim, Attorney in Fact		05/27/201	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) This stock option becomes exercisable at a rate of 1/3rd of the option on each anniversary of 7/1/05, the grant date, such that the entire option will be exerciseable on the third anniversary of the grant date.
- (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)

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Shares are represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock. 100% of the restricted stock units will vest on the date of the Issuer's 2011 Annual Meeting of Stockholders.

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.