#### WERDANN MICHAEL A

Form 4 July 28, 2010

### FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and AdWERDANN	*	_	2. Issuer Name and Ticker or Trading Symbol NETGEAR, INC [NTGR]	5. Relationship of Reporting Person(s) to Issuer		
				(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
NETGEAR, INC., 350 E.			07/26/2010	_X_ Officer (give title Other (specify		
PLUMERIA DR.				below) below)		
I EUNEKIA DK.				VP, North America Sales		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
				_X_ Form filed by One Reporting Person		
SAN JOSE, CA 95134				Form filed by More than One Reporting		
				Person		
(City)	(State)	(Zip)	Table I Non Desirating Committee A	id Did of on Donoficially Orange		

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4)	ed of (	` 1	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	07/26/2010		M	1,667	A	\$ 14.79	7,405	D			
Common Stock	07/26/2010		M	3,750	A	\$ 15.35	11,155	D			
Common Stock	07/26/2010		M	5,624	A	\$ 11.41	16,779	D			
Common Stock	07/26/2010		S	13,835	D	\$ 24.8772 (14)	2,944	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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	onof Derivative		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>(4)</u>						<u>(8)</u>	(5)	Common Stock	750
Restricted Stock Units	<u>(4)</u>						<u>(9)</u>	<u>(5)</u>	Common Stock	3,000
Employee Stock Option (Right to Buy)	\$ 15.35	07/26/2010		M		3,750	<u>(1)</u>	03/11/2015	Common Stock	3,750
Employee Stock Option (Right to Buy)	\$ 14.79	07/26/2010		M		1,667	(2)	02/26/2014	Common Stock	1,667
Employee Stock Option (Right to Buy)	\$ 22.68						(3)	05/23/2016	Common Stock	3,230
Employee Stock Option (Right to Buy)	\$ 29.23						<u>(6)</u>	01/12/2017	Common Stock	5,000
Employee Stock	\$ 28.79						<u>(7)</u>	01/11/2018	Common Stock	15,000

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Option (Right to Buy)								
Employee Stock Option (Right to Buy)	\$ 11.41	07/26/2010	M	5,624	<u>(10)</u>	01/16/2019	Common Stock	15,000
Restricted Stock Units	<u>(4)</u>				(11)	<u>(5)</u>	Common Stock	4,500
Employee Stock Option (Right to Buy)	\$ 21.1				(12)	02/02/2020	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 20.8				<u>(13)</u>	06/13/2020	Common Stock	12,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b></b>	Director	10% Owner	Officer	Other			
WERDANN MICHAEL A							
NETGEAR, INC.			VD North America Salas				
350 E. PLUMERIA DR.			VP, North America Sales				
SAN JOSE, CA 95134							

# **Signatures**

/s/ Andrew W. Kim, Attorney 07/28/2010 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 5/23/2007, and 1/48 of the option grant is exercisable each month thereafter.
- (4) Converts to common stock on a one for one basis.

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- (5) Not applicable.
- (6) 25% of the option grant is exercisable on 1/12/2008, and 1/48 of the option grant is exercisable each month thereafter.
- (7) 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.
- (9) 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.
- (10) 25% of the option grant is exercisable on 1/16/2010, and 1/48 of the option grant is exercisable each month thereafter.
- (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 1/16/2009, the vesting start date, so that all of the units will have vested on 1/16/2013.
- (12) 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter.
- (13) 25% of the shares subject to the option shall vest on 6/13/2011, and 1/48th of the shares subject to the option shall vest each month thereafter, subject to the optionee continuing to be a service provider on such dates.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$24.81 to \$24.96372 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

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.