LO PATRICK CS

Form 4

February 08, 2011

FORM 4

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

OMB Number: 3235-0287

Estimated average

Expires:

5. Relationship of Reporting Person(s) to

43,879

D

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

January 31, 2005

Form 4 or 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

2. Issuer Name and Ticker or Trading

burden hours per response... 0.5

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

LO PATRIO	CK CS	-	Symbol	Tvaine and	Ticker of	rrading	Issuer	1 0	.,			
	NETGE	AR, INC	[NTGR]		(Ch	(Check all applicable)						
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	ansaction			``				
NEEDGE LE	n.c. 250 n		(Month/D	•			_X_ Director		% Owner			
	, INC., 350 E.		02/03/20	011			below)	_X_ Officer (give title Other (specify below)				
PLUMERIA	A DR.						Ch	nairman and CEC)			
	(Street)		4. If Ame	ndment, Da	te Original		6. Individual or Joint/Group Filing(Check					
			Filed(Mon	th/Day/Year))		Applicable Line)					
SAN JOSE,	CA 05134						_X_ Form filed by One Reporting Person Form filed by More than One Reporting					
SAN JOSE,	CA 93134						Person					
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securities A	cquired, Disposed	of, or Beneficia	lly Owned			
1.Title of	2. Transaction D			3.	4. Securi		5. Amount of	6. Ownership	7. Nature of			
Security	(Month/Day/Yea	′	tion Date, if	Transaction Code	onAcquired		Securities	Form: Direct	Indirect Beneficial			
(Instr. 3)		any (Mont	th/Day/Year)	(Instr. 8)	Disposed (Instr. 3,		Beneficially Owned	(D) or Indirect (I)	Ownership			
		•	•	,			Following	(Instr. 4)	(Instr. 4)			
						(A)	Reported Transaction(s)					
						or	(Instr. 3 and 4)					
Common				Code V	Amount	(D) Pric			See			
Stock							44,183	I	footnote $\frac{(2)}{}$			
Stock									_			
Common							41,939	I	See footnote			
Stock							41,939	1	(11)			
_									_			
Common							197,661	I	See			
Stock									footnote (1)			

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	iorD Se A D	decurities Acquired (Disposed of Instr. 3, 4,	(A) or of (D)		Date	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	ī	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 15.35							(13)	03/11/2015	Common Stock	34,100
Employee Stock Option (Right to Buy)	\$ 22.68							(3)	05/23/2016	Common Stock	100,00
Employee Stock Option (Right to Buy)	\$ 29.23							<u>(6)</u>	01/12/2017	Common Stock	100,00
Employee Stock Option (Right to Buy)	\$ 28.79							<u>(7)</u>	01/11/2018	Common Stock	100,00
Restricted Stock Units	<u>(4)</u>							(8)	(5)	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 11.41							<u>(9)</u>	01/16/2019	Common Stock	100,00
Restricted Stock	<u>(4)</u>							(10)	(5)	Common Stock	10,000

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Units								
Employee Stock Option (Right to Buy)	\$ 21.1				(12)	02/02/2020	Common Stock	100,00
Employee Stock Option (Right to Buy)	\$ 20.8				<u>(14)</u>	06/13/2020	Common Stock	40,000
Employee Stock Option (Right to Buy)	\$ 35.32	02/03/2011	A	100,000	(15)	02/03/2021	Common Stock	100,00

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
LO PATRICK CS								
NETGEAR, INC.	X		Chairman and CEO					
350 E. PLUMERIA DR.	Λ		Chairman and CEO					
SAN JOSE, CA 95134								

Signatures

/s/ Andrew W. Kim, Attorney in Fact 02/08/2011

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) The shares are held by the Patrick and Emily Lo Revocable Trust dated 4-7-99.
- (2) The shares are held by the education trusts of Mr. Lo's children. Mr. Lo is a co-trustee of each such trust.
- (3) 25% of the option grant is exercisable on 5/23/2007, and 1/48 of the option grant is exercisable each month thereafter.

Date

- (4) Converts to common stock on a one for one basis.
- (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.
- (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.

Reporting Owners 3

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- (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) The shares are held by the Patrick C.S. Lo 2009 Grantor Retained Annuity Trust.
- (12) 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter.
- 100% of this option grant is exercisable on 3/11/05, the grant date. Shares underlying the option are restricted from transfer, with the (13) 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.
- (14) 25% of the shares subject to the option shall vest twelve months 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.
- (15) 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter.

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.