Edgar Filing: FALCON MICHAEL F - Form 4

Form 4 February 18, 2011 FORM 4 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction Form 5 obligations MB STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940											
FORM 4 OMB APPROVAL Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES OMB Number: January 31, 2005 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 12(a) of the Public Utility Holding Company Act of 1940 OMB Number: 0.5											
CORINI 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549OMB Number:3235-0287Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESOMB Number:3235-0287Expires:January 31, 2005Estimated average burden hours per response2005Filed 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 Section0.5											
OMB3235-0287Washington, D.C. 20549OMB3235-0287Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.OMB3235-0287STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESState average burden hours per responseOMB Section 16.3235-0287Form 4 or 											
if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESExpires:2005 2005Form 4 or Form 5 obligations may continue.State Provide and a second a											
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 2005 Subject to SECURITIES Section 16. SECURITIES Form 4 or Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Sobligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 20(b) of the Immediate											
Section 16. SECURITIES burden hours per response 0.5 Form 4 or Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 0.5 Sobligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 0.5											
Form 4 or Form 5 obligations may continue.response0.5Filed 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 Section0.5											
obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 20(b) of the Investment Company Act of 1940											
may continue. 20(h) of the Investment Company Act of 1955 of Section											
1(b).											
(Print or Type Responses)											
1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to											
FALCON MICHAEL F Symbol Issuer											
NETGEAR, INC [NTGR] (Check all applicable)											
(Last) (First) (Middle) 3. Date of Earliest Transaction											
(Month/Day/Year) Director 10% Owner											
NETGEAR, INC., 350 E. 02/16/2011 X_Officer (give titleOther (specify below)											
PLUMERIA DR. SVP, Operations											
(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											
(C'_{t-1}) (C_{t-1}) (Z'_{t-1})											
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of											
Security(Month/Day/Year)Execution Date, ifTransaction (A) or Disposed of (D)SecuritiesOwnershipIndirect(Instr. 3)anyCode(Instr. 3, 4 and 5)BeneficiallyForm: DirectBeneficial											
(Instr. 3)anyCode(Instr. 3, 4 and 5)BeneficiallyForm: DirectBeneficial(Month/Day/Year)(Instr. 8)Owned(D) orOwnership											
Following Indirect (I) (Instr. 4)											
(A) Reported (Instr. 4) Transaction(a)											
Or (Instr 3 and 4)											
Code V Amount (D) Price											
Common $02/16/2011$ $M^{(10)}_{11}$ 313 A $\frac{$}{1141}$ 11,807 D											
Stock 02/10/2011 M <u>S15</u> A 11.41											
Common 02/16/2011 S ⁽¹⁰⁾ 313 D \$ 33.4 11,494 D											
Stock 02/10/2011 Stock D \$35.4 11,494 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.

Edgar Filing: FALCON MICHAEL F - Form 4

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. Transactio Code (Instr. 8)	n of Der Sect Acq (A) Disp of (1	ivative urities urities or posed D) tr. 3, 4,	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>(1)</u>						(4)	(2)	Common Stock	2,125
Employee Stock Option (Right to Buy)	\$ 28.79						(3)	01/11/2018	Common Stock	3,438
Employee Stock Option (Right to Buy)	\$ 11.41	02/16/2011		M <u>(10)</u>		313	(5)	01/16/2019	Common Stock	313
Restricted Stock Units	(1)						<u>(6)</u>	(2)	Common Stock	4,250
Employee Stock Option (Right to Buy)	\$ 21.1						<u>(7)</u>	02/02/2020	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 20.8						<u>(8)</u>	06/13/2020	Common Stock	17,000
Employee Stock Option (Right to Buy)	\$ 35.32						<u>(9)</u>	02/03/2021	Common Stock	20,000

8. D S (I

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
FALCON MICHAEL F NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134			SVP, Operations					
Signatures								
/s/ Andrew W. Kim, Attorney in Fact		02/18/201	1					

**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) Not applicable.
- (3) 25% of the option grant is exercisable on 1/11/2009, and 1/48 of the option grant is exercisable each month thereafter.
- (4) 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.
- (5) 25% of the option grant is exercisable on 1/16/2010, and 1/48 of the option grant is exercisable each month thereafter.
- (6) 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.
- (7) 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter.
- (8) $\frac{25\%}{100}$ of the shares subject to the option shall vest on $\frac{6}{13}/2011$, and $\frac{1}{48}$ th of the shares subject to the option shall vest each month thereafter, subject to the optione continuing to be a service provider on such dates.
- (9) 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (10) The exercise and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 1, 2010.

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.