Edgar Filing: FALCON MICHAEL F - Form 4

FALCON M Form 4 March 02, 2	AICHAEL F										
FORM	ЛЛ	D STATE:					NGE C	OMMISSION	OMB AF OMB	PROVAL	
Check the check	to STATE	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							Number: Expires: Estimated a	3235-0287 January 31, 2005 verage	
Section 16. SECURITIES burden hours per								rs per 0.5			
(Print or Type Responses)											
			2. Issuer Name and Ticker or Trading Symbol NETGEAR, INC [NTGR]				ıg	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Check				k all applicable)			
NETGEAR, INC., 350 E. PLUMERIA DR.			(Month/Day/Year) 03/02/2011					Director 10% Owner X Officer (give title Other (specify below) SVP, Operations			
				endment, Date Original onth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
SAN JOSE	, CA 95134							Form filed by M Person	lore than One Rej	porting	
(City)	(State)	(Zip)	Tab	le I - Non-Do	erivative S	Securi	ties Acqu	uired, Disposed of	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	any		n Date, if	3.4. Securities AcquiredTransaction (A) or Disposed of (D)Code(Instr. 3, 4 and 5)(Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
-				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	03/02/2011			M(10)	416	А	\$ 21.1	11,910	D		
Common Stock	03/02/2011			S <u>(10)</u>	416	D	\$ 31.64	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)		Expiration I (Month/Day	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					(5)	01/16/2019	Common Stock	7,188	
Restricted Stock Units	<u>(1)</u>					(6)	(2)	Common Stock	4,250	
Employee Stock Option (Right to Buy)	\$ 21.1	03/02/2011		M <u>(10)</u>	416	5 <u>(7)</u>	02/02/2020	Common Stock	416	
Employee Stock Option (Right to Buy)	\$ 20.8					(8)	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						
	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		03/02/201	11				

**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.