**SOARES DAVID** Form 4 July 01, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

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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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Ad SOARES DA	•	ing Person *	2. Issuer Name and Ticker or Trading Symbol NETGEAR, INC [NTGR]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
NETGEAR, INC., 350 E.			07/01/2011	X Officer (give title Other (specify below)		
PLUMERIA	DR.			SVP and GM, RBU		
	(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		
(0)	(8 )	(71.)				

(City)	(State)	(Zip) Tal	ole I - Non-I	Derivative :	Secur	ities Acquiro	ed, Disposed of, o	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. 4. Securities Acquired (A) Transaction or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Beneficially For Owned Dir	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	07/01/2011		M(13)	4,000	A	\$ 20.8	28,019	D	
Common Stock	07/01/2011		M(13)	6,000	A	\$ 21.1	34,019	D	
Common Stock	07/01/2011		M(13)	7,000	A	\$ 22.68	41,019	D	
Common Stock	07/01/2011		S(13)	17,000	D	\$ 43.3028 (14)	24,019	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)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	n of D Secu Acq (A) Disp (D)	urities uired or posed of 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>(2)</u>						<u>(6)</u>	(3)	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 22.68	07/01/2011		M <u>(13)</u>		7,000	<u>(1)</u>	05/23/2016	Common Stock	7,000
Employee Stock Option (Right to Buy)	\$ 29.23						<u>(4)</u>	01/12/2017	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 28.79						<u>(5)</u>	01/11/2018	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 11.41						<u>(7)</u>	01/16/2019	Common Stock	8,751
Restricted Stock Units	(2)						(8)	(3)	Common Stock	4,000
Employee Stock	\$ 21.1	07/01/2011		M(13)		6,000	<u>(9)</u>	02/02/2020	Common Stock	6,000

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Option (Right to Buy)								
Employee Stock Option (Right to Buy)	\$ 20.8	07/01/2011	M <u>(13)</u>	4,000	<u>(10)</u>	06/13/2020	Common Stock	4,000
Employee Stock Option (Right to Buy)	\$ 35.32				<u>(11)</u>	02/03/2021	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 33.15				(12)	04/26/2021	Common Stock	3,400

### **Reporting Owners**

Reporting Owner Name / Address	Keiationsnips						
	Director	10% Owner	Officer	Other			
SOARES DAVID							

NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134

SVP and GM, RBU

D -1 - 4\* - - - -1. \*--

### **Signatures**

/s/ Andrew W. Kim, Attorney in Fact

07/01/2011

\*\*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) 25% of the option grant is exercisable on 5/23/2007, and 1/48 of the option grant is exercisable each month thereafter.
- (2) Converts to common stock on a one for one basis.
- (3) Not applicable.
- (4) 25% of the option grant is exercisable on 1/12/2008, and 1/48 of the option grant is exercisable each month thereafter.
- (5) 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 1/11/2008, the vest start date, so that all of the units will have vested on 1/11/2012.
- (7) 25% of the option grant is exercisable on 1/16/2010, and 1/48 of the option grant is exercisable each month thereafter.

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- (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 1/16/2009, the vesting start date, so that all of the units will have vested on 1/16/2013.
- (9) 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter.
- (10) 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.
- (11) 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (12) 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (13) The exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 31, 2011.
- The sale price reported in Column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$43.00 to \$43.60 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.