FALCON MICHAEL F Form 4 July 15, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number: January 31,

2005 Estimated average

0.5

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Expires:

Check this box if no longer subject to Section 16. 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

Stock

Stock

Common

07/13/2011

1(b).

(Print or Type Responses)

|                                      | Address of Reporting MICHAEL F          | Symbol  | er Name <b>and</b> Tic                                      |                                  | rading  |          | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)   |  |   |  |
|--------------------------------------|---|---|---|----------------------------------|---------|----------|--|--|---|--|
| (Last)                               | (First) (N                              | (Month/I  | 3. Date of Earliest Transaction (Month/Day/Year) 07/13/2011 |                                  |         |          | Director 10% Owner X Officer (give title Other (specify  |  |   |  |
| PLUMERIA                             |   | 07/13/2   | 3011  |                                  |         |          | below)  SVP, WW Ops and Support  |  |   |  |
|                                      | (Street)                                |   | Filed(Month/Day/Year)                                       |                                  |         |          | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person                  |  |   |  |
| SAN JOSE, CA 95134                   |   |   |   |                                  |         |          | Form filed by More than One Reporting Person   |  |   |  |
| (City)                               | (State)                                 | (Zip) Tab   | le I - Non-Deriv  | vative Se                        | curitie | es Acqui | ired, Disposed of  | , or Beneficiall   | y Owned   |  |
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | Transaction (A<br>Code (I<br>(Instr. 8)                     | . Securiti A) or Dis Instr. 3, 4 | posed o | of (D)   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |  |
| Stock                                | 07/13/2011                              |   | $M_{\underline{11}}$ 3.                                     | 554                              | A \$    | \$ 20.8  | 18,648   | D  |   |  |

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

 $S^{(11)}$ 

354

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

18,294

D

### Edgar Filing: FALCON MICHAEL F - Form 4

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | nnsaction of de Derivative |     | 6. Date Exer<br>Expiration D<br>(Month/Day/ | ate                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                 |                                     |
|---|---|---|---|---------------------------------------|----------------------------|-----|---|---------------------|---|-----------------|-------------------------------------|
|   |   |   |   | Code '                                | V (                        | (A) | (D)   | Date<br>Exercisable | Expiration<br>Date  | Title           | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>  |   |   |                                       |                            |     |   | <u>(4)</u>          | (2)   | Common<br>Stock | 2,125                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 28.79  |   |   |                                       |                            |     |   | (3)                 | 01/11/2018  | Common<br>Stock | 1,876                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 11.41  |   |   |                                       |                            |     |   | <u>(5)</u>          | 01/16/2019  | Common<br>Stock | 5,938                               |
| Restricted<br>Stock<br>Units                        | (1)   |   |   |                                       |                            |     |   | <u>(6)</u>          | (2)   | Common<br>Stock | 4,250                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 21.1   |   |   |                                       |                            |     |   | <u>(7)</u>          | 02/02/2020  | Common<br>Stock | 12,917                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 20.8   | 07/13/2011                              |   | M <u>(11)</u>                         |                            |     | 354   | (8)                 | 06/13/2020  | Common<br>Stock | 354                                 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 35.32  |   |   |                                       |                            |     |   | <u>(9)</u>          | 02/03/2021  | Common<br>Stock | 20,000                              |
|   | \$ 33.15  |   |   |                                       |                            |     |   | (10)                | 04/26/2021  |                 | 3,400                               |

Employee Common Stock Stock
Option
(Right to

### **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, WW Ops and Support

### **Signatures**

Buy)

/s/ Andrew W. Kim, Attorney in Fact

07/15/2011

\*\*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) 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.
- 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) 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.
- (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) 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (11) 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.

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