Edgar Filing: SOARES DAVID - Form 4

SOARES D Form 4 November 1										
Instruction 16, 2011 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB Number: 3235-02 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES OMB Number: 20 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 1(b). Expires: 30(h) of the Investment Company Act of 1940										
(Print or Type Responses)										
1. Name and A SOARES D	Address of Reporting DAVID	S	2. Issuer Name and Ticker or Trading Symbol NETGEAR, INC [NTGR]				5. Relationship of Reporting Person(s) to Issuer			
(Last) NETGEAR PLUMERL	(First) (1 2, INC., 350 E. A DR.	3. Date of Earliest Transaction (Month/Day/Year) 11/16/2011				(Check all applicable) <u>X</u> Officer (give title <u>10%</u> Owner <u>below</u>) <u>SVP</u> and GM, RBU				
(Street) 4. If Ame Filed(Mor				, Date Origin (ear)	al		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SAN JOSE	, CA 95134						Form filed by M Person	ore than One Rej	porting	
(City)	(State)	(Zip)	Table I - No	n-Derivativ	e Securi	ities Acq	uired, Disposed of,	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any (Month/Day	Date, if Transa Code y/Year) (Instr.	ction (A) or (Instr. 8)	Dispose 3, 4 and (A) or	5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	11/16/2011		Code M <u>(12)</u>	V Amou 417	nt (D) A	Price \$ 11.41	17,217	D		
Common Stock	11/16/2011		<u>S(12)</u>	417	D	\$ 37.18	16,800	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: SOARES DAVID - 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. Transactic Code (Instr. 8)	on of Der Sec Acc (A) Dis of (ivative urities quired or posed D) str. 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>						(5)	(2)	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 29.23						(3)	01/12/2017	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 28.79						<u>(4)</u>	01/11/2018	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 11.41	11/16/2011		M <u>(12)</u>		417	<u>(6)</u>	01/16/2019	Common Stock	417
Restricted Stock Units	<u>(1)</u>						(7)	(2)	Common Stock	4,000
Employee Stock Option (Right to Buy)	\$ 21.1						(8)	02/02/2020	Common Stock	14,000
Employee Stock Option (Right to Buy)	\$ 20.8						<u>(9)</u>	06/13/2020	Common Stock	12,000
	\$ 35.32						(10)	02/03/2021		20,000

8. D S (I

Employee Stock Option (Right to Buy)					Common Stock	
Employee Stock Option (Right to Buy)	\$ 33.15		<u>(11)</u>	04/26/2021	Common Stock	3,400

Reporting Owners

Reporting Owner Name / Address	Relationships						
I. S.	Director	10% Owner	Officer	Other			
SOARES DAVID NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134			SVP and GM, RBU				
Signatures							
/s/ Andrew W. Kim, Attorney in Fact		11/18/201	1				

<u>**</u>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 1/12/2008, and 1/48 of the option grant is exercisable each month thereafter.
- (4) 25% of the option grant is exercisable on 1/11/2009, and 1/48 of the option grant is exercisable each month thereafter.
- (5) 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.
- (6) 25% of the option grant is exercisable on 1/16/2010, and 1/48 of the option grant is exercisable each month thereafter.
- (7) 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.
- (8) 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter.
- (9) 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.
- (10) 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (11) 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (12) 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 August 30, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners

Edgar Filing: SOARES DAVID - Form 4

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.