#### OLSON CHARLES T

Form 4

December 05, 2011

## FORM 4

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

**SECURITIES** 

OMB

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires: 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Estimated average burden hours per 0.5 response...

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

1(b).

(Print or Type Responses)

1. Name and Ad OLSON CHA	_	ing Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol NETGEAR, INC [NTGR]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First) (N		(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
NETGEAR, INC., 350 E.			12/01/2011	_X_ Officer (give title Other (specify			
PLUMERIA DR.				below) below) SVP, Engineering			
(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			

(City)	(State)	(Zip) <b>Tab</b> l	le I - Non-De	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired n (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	12/01/2011		M(11)	375	A	\$ 21.1	8,997	D	
Common Stock	12/01/2011		M(11)	2,000	A	\$ 28.79	10,997	D	
Common Stock	12/01/2011		M(11)	1,000	A	\$ 11.41	11,997	D	
Common Stock	12/01/2011		M(11)	624	A	\$ 20.8	12,621	D	
Common Stock	12/01/2011		S(11)	5,245	D	\$ 37.65	7,376	D	

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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. 5. Number Transaction of Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day/	ate	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>						<u>(4)</u>	(2)	Common Stock	2,125
Employee Stock Option (Right to Buy)	\$ 28.79	12/01/2011		M(11)		2,000	(3)	01/11/2018	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 11.41	12/01/2011		M(11)		1,000	<u>(5)</u>	01/16/2019	Common Stock	1,000
Restricted Stock Units	<u>(1)</u>						<u>(6)</u>	(2)	Common Stock	4,250
Employee Stock Option (Right to Buy)	\$ 21.1	12/01/2011		M(11)		375	<u>(7)</u>	02/02/2020	Common Stock	375
Employee Stock Option (Right to Buy)	\$ 20.8	12/01/2011		M <u>(11)</u>		624	(8)	06/13/2020	Common Stock	624

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Employee Stock Option (Right to Buy)	\$ 35.32	<u>(9)</u>	02/03/2021	Common Stock	6,000
Employee Stock Option (Right to Buy)	\$ 33.15	(10)	04/26/2021	Common Stock	1,200

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

SVP, Engineering

# **Signatures**

/s/ Andrew W. Kim, Attorney in Fact

12/05/2011

\*\*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, 2011.

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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