

Gorjanc Christine Marie  
 Form 4  
 February 06, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Gorjanc Christine Marie

2. Issuer Name and Ticker or Trading Symbol  
 NETGEAR, INC [NTGR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 C/O NETGEAR, INC., 350 E. PLUMERIA DR.

3. Date of Earliest Transaction (Month/Day/Year)  
 02/02/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Financial Officer

(Street)  
 SAN JOSE, CA 95134

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/02/2012		M <sup>(13)</sup>		10,000	A	\$ 19.55
Common Stock	02/02/2012		M <sup>(13)</sup>		11,562	A	\$ 21.1
Common Stock	02/02/2012		M <sup>(13)</sup>		5,000	A	\$ 20.8
Common Stock	02/02/2012		M <sup>(13)</sup>		1,708	A	\$ 11.41
Common Stock	02/02/2012		S <sup>(13)</sup>		28,270	D	\$ 39.94
							(12)

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

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(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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
Employee Stock Option (Right to Buy)	\$ 19.55	02/02/2012		M <sup>(13)</sup>	10,000	<sup>(1)</sup> 12/13/2015	Common Stock 10,000
Employee Stock Option (Right to Buy)	\$ 29.23					<sup>(4)</sup> 01/12/2017	Common Stock 15,000
Employee Stock Option (Right to Buy)	\$ 28.79					<sup>(5)</sup> 01/11/2018	Common Stock 25,000
Employee Stock Option (Right to Buy)	\$ 11.41	02/02/2012		M <sup>(13)</sup>	1,708	<sup>(6)</sup> 01/16/2019	Common Stock 1,708
Restricted Stock Units	<sup>(2)</sup>					<sup>(7)</sup> <sup>(3)</sup>	Common Stock 3,750
Employee Stock Option (Right to Buy)	\$ 21.1	02/02/2012		M <sup>(13)</sup>	11,562	<sup>(8)</sup> 02/02/2020	Common Stock 11,562



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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 price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$39.43 to \$40.38 per share. Upon request from 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.

(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 November 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.

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