

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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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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/02/2012		M ⁽¹³⁾		10,000	A	\$ 19.55
Common Stock	02/02/2012		M ⁽¹³⁾		11,562	A	\$ 21.1
Common Stock	02/02/2012		M ⁽¹³⁾		5,000	A	\$ 20.8
Common Stock	02/02/2012		M ⁽¹³⁾		1,708	A	\$ 11.41
Common Stock	02/02/2012		S ⁽¹³⁾		28,270	D	\$ 39.94
							<u>(12)</u>

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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 ⁽¹³⁾	10,000	⁽¹⁾ 12/13/2015		Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 29.23					⁽⁴⁾ 01/12/2017		Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 28.79					⁽⁵⁾ 01/11/2018		Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 11.41	02/02/2012		M ⁽¹³⁾	1,708	⁽⁶⁾ 01/16/2019		Common Stock	1,708
Restricted Stock Units	⁽²⁾					⁽⁷⁾	⁽³⁾	Common Stock	3,750
Employee Stock Option (Right to Buy)	\$ 21.1	02/02/2012		M ⁽¹³⁾	11,562	⁽⁸⁾ 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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