Edgar Filing: FALCON MICHAEL F - Form 4

FALCON M	IICHAEL F										
Form 4 April 04, 20	12										
								OMB APPROVAL			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check this box if no longer subject to STATEMENT OF CHANC				GES IN BENEFICIAL OWN SECURITIES					Expires:	January 31, 2005	
								NERSHIP OF	Estimated a burden hou response	average rs per	
Form 5 obligations may continue. See Instruction 1(b). 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)										
FALCON MICHAEL F Symbol				r Name and Ticker or Trading EAR, INC [NTGR]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (I	Middle)	3. Date of	Earliest Tr	ansaction			(Check an applicable)			
(Month/ NETGEAR, INC., 350 E. 04/02/2 PLUMERIA DR.				Day/Year) 2012				Director 10% Owner Officer (give title Other (specify below) SVP, WW Ops and Support			
(Street) 4. If Ame			endment, Date Original				6. Individual or Joint/Group Filing(Check				
Filed(Mor SAN JOSE, CA 95134				nth/Day/Year)				Applicable Line) _X_ 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									ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (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	(D)	Price	(Instr. 3 and 4)			
Common Stock	04/02/2012			M <u>(9)</u>	708	А	\$ 20.8	21,578	D		
Common Stock	04/02/2012			M <u>(9)</u>	1,250	А	\$ 21.1	22,828	D		
Common Stock	04/02/2012			M <u>(9)</u>	625	А	\$ 11.41	23,453	D		
Common Stock	04/02/2012			S <u>(9)</u>	9,653	D	\$ 37.81	13,800	D		

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

Edgar Filing: FALCON MICHAEL F - Form 4

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.

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. Transacti Code (Instr. 8)	5. Number omf 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)	\$ 11.41	04/02/2012		M <u>(9)</u>	625	<u>(3)</u>	01/16/2019	Common Stock	625
Restricted Stock Units	<u>(1)</u>					(4)	(2)	Common Stock	2,125
Employee Stock Option (Right to Buy)	\$ 21.1	04/02/2012		M <u>(9)</u>	1,250	<u>(5)</u>	02/02/2020	Common Stock	1,250
Employee Stock Option (Right to Buy)	\$ 20.8	04/02/2012		M <u>(9)</u>	708	<u>(6)</u>	06/13/2020	Common Stock	708
Employee Stock Option (Right to Buy)	\$ 35.32					(7)	02/03/2021	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 33.15					(8)	04/26/2021	Common Stock	3,400

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
FALCON MICHAEL F NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134			SVP, WW Ops and Support				
Signatures							
/s/ Andrew W. Kim, Attorney in Fact	Kim, Attorney		04/04/2012				

**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 1/16/2010, 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 1/16/2009, the vesting start date, so that all of the units will have vested on 1/16/2013.
- (5) 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter.
- (6) $\frac{25\%}{100}$ of the shares subject to the option shall vest on $\frac{6}{13}/2011$, and $\frac{1}{48}$ th 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.
- (7) 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (8) 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (9) 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 February 10, 2012.

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.