LO PATRICK CS

Form 4 May 20, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

NETGEAR, INC [NTGR]

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

Symbol

1(b).

(Print or Type Responses)

LO PATRICK CS

1. Name and Address of Reporting Person *

may continue.

See Instruction

								(Chec	к ан аррисави	;)
(Last)	(First)	Middle)	Date of	f Earliest T	ransaction					
NETGEAR, INC., 350 E. PLUMERIA DR.			(Month/Day/Year) 05/16/2013					_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman and CEO		
	(Street)		4. If Ame	ndment. D	ate Original	l		6. Individual or Jo	oint/Group Filir	g(Check
SAN JOSE		4. If Amendment, Date Original Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivative :	Secur	ities Acqı	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4)	sposed	d of (D)	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								131,778	I	See footnote (2)
Common Stock								120,890	I	See footnote (1)
Common Stock								31,115	I	See footnote (7)
Common Stock	05/16/2013			A	29,650 (13)	A	\$ 32.54	81,998	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)

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)	ransactionDerivative Expiration Date ode Securities (Month/Day/Year)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code V		(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 22.68							<u>(3)</u>	05/23/2016	Common Stock	100,00
Employee Stock Option (Right to Buy)	\$ 29.23							<u>(4)</u>	01/12/2017	Common Stock	100,00
Employee Stock Option (Right to Buy)	\$ 28.79							<u>(5)</u>	01/11/2018	Common Stock	100,00
Employee Stock Option (Right to Buy)	\$ 11.41							<u>(6)</u>	01/16/2019	Common Stock	90,000
Employee Stock Option (Right to Buy)	\$ 21.1							<u>(8)</u>	02/02/2020	Common Stock	100,00
Employee Stock Option (Right to Buy)	\$ 20.8							<u>(9)</u>	06/13/2020	Common Stock	40,000

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Employee Stock Option (Right to Buy)	\$ 35.32				(10)	02/03/2021	Common Stock	100,00
Employee Stock Option (Right to Buy)	\$ 33.15				(11)	04/26/2021	Common Stock	40,000
Employee Stock Option (Right to Buy)	\$ 31.31				(12)	06/06/2022	Common Stock	100,00
Employee Stock Option (Right to Buy)	\$ 32.54	05/16/2013	A	108,510	(14)	05/16/2023	Common Stock	108,51

Reporting Owners

Reporting Owner Name / Address	Relationships							
Troporting O Water Tumb (Trum 1000	Director	10% Owner	Officer	Other				
LO PATRICK CS NETGEAR, INC.	X		Chairman and CEO					
350 E. PLUMERIA DR. SAN JOSE, CA 95134								

Signatures

/s/ Andrew W. Kim, Attorney in Fact 05/20/2013

**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) The shares are held by the Patrick and Emily Lo Revocable Trust dated 4-7-99.
- (2) The shares are held by the education trusts of Mr. Lo's children. Mr. Lo is a co-trustee of each such trust.
- (3) 25% of the option grant is exercisable on 5/23/2007, and 1/48 of the option grant is exercisable each month thereafter.
- (4) 25% of the option grant is exercisable on 1/12/2008, and 1/48 of the option grant is exercisable each month thereafter.
- (5) 25% of the option grant is exercisable on 1/11/2009, and 1/48 of the option grant is exercisable each month thereafter.
- (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) The shares are held by the Patrick C.S. Lo 2009 Grantor Retained Annuity Trust.

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- (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 twelve months 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) 25% of the option grant is exercisable on 6/6/2013, and 1/48 of the option grant is exercisable each month thereafter.
 - Shares are represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Issuer's
- (13) common stock. 25% of the units will cliff vest on each anniversary of 5/16/2013, the vesting start date, so that all of the units will have vested on 5/16/2017.
- (14) 25% of the option grant is exercisable on 5/16/2014, and 1/48 of the option grant is exercisable each month thereafter.

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.