NETGEAR, INC Form 4 June 04, 2015

FORM 4

OMB APPROVAL

5 Relationship of Reporting Person(s) to

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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).

Common

Stock

06/03/2015

(Print or Type Responses)

1 Name and Address of Reporting Person *

FALCON MICHAEL F		Symb	ol GEAR, INC			Issuer (Check all applicable)				
(Last) NETGEAR PLUMERIA	, INC., 350 E.	(Mont	e of Earliest Tr h/Day/Year) 2/2015	ansaction			Director 10% Owner Officer (give title Other (specify below) SVP, Operations			
SAN JOSE,	(Street) , CA 95134		mendment, Da Month/Day/Year	Č	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) T	able I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Code	4. Securi on(A) or Di (Instr. 3, Amount 7,000	ispose	d of (D) 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)	
Stock	06/02/2015		A	(1)	A	\$0	28,237	D		

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

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SEC 1474

(9-02)

27,579

D

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)	Code	tion	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		E (N	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	V	(A)	(D)	E	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 21.1								<u>(2)</u>	02/02/2020	Common Stock	1,459
Employee Stock Option (Right to Buy)	\$ 20.8								<u>(3)</u>	06/13/2020	Common Stock	1,595
Employee Stock Option (Right to Buy)	\$ 35.32								<u>(4)</u>	02/03/2021	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 33.15								<u>(5)</u>	04/26/2021	Common Stock	3,400
Employee Stock Option (Right to Buy)	\$ 31.31								<u>(6)</u>	06/06/2022	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 32.54								<u>(7)</u>	05/16/2023	Common Stock	25,000
Employee Stock Option (Right to	\$ 32.52								<u>(8)</u>	06/03/2024	Common Stock	25,000

Buy)

Employee

Stock

Option \$ 31.28 06/02/2015 A 25,000 (9) 06/02/2025 Common Stock 25,000

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FALCON MICHAEL F NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134

SVP, Operations

Signatures

/s/ Andrew W. Kim, Attorney in Fact

06/04/2015

**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).
- Shares represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock. 25% of the units will cliff vest on each anniversary of the Vesting Start Date, June 30, 2015, subject to the recipient continuing to be a Service Provider on such dates.
- (2) 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter.
- (3) 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.
- (4) 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (5) 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (6) 25% of the option grant is exercisable on 6/6/2013, and 1/48 of the option grant is exercisable each month thereafter.
- (7) 25% of the option grant is exercisable on 5/16/2014, and 1/48 of the option grant is exercisable each month thereafter.
- (8) 25% of the options will be exercisable on 6/03/2015, and 1/48 of the option grant is exercisable each month thereafter.
- This Option shall be exercisable, in whole or in part, in accordance with the following schedule: 25% of the Shares subject to the Option (9) shall vest twelve months after the Vesting Start Date, and 1/48 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.

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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