FALCON MICHAEL F Form 4

April 04, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

1(b).

Common

Stock

04/02/2012

(Print or Type Responses)

1. Name and Address of Reporting Person *

FALCON MICHAEL F			Symbol NETGE	Symbol NETGEAR, INC [NTGR]					Issuer			
(Last) (First) (Middle) NETGEAR, INC., 350 E.			(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 04/02/2012					DirectorX Officer (give below)		Owner er (specify	
PLUMERIA	A DR.								· · · · · · · · · · · · · · · · · · ·	W Ops and Sup	port	
		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person					
SAN JOSE, CA 95134									Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Nor	ı-D	erivative S	Securi	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executi any	emed on Date, if /Day/Year)	Code (Instr. 8	3)	4. Securit n(A) or Di (Instr. 3,	spose 4 and (A) or	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)	
Common Stock	04/02/2012			Code M(9)	V	Amount 708	(D)	Price \$ 20.8	21,578	D		
Common Stock	04/02/2012			M(9)		1,250	A	\$ 21.1	22,828	D		
Common Stock	04/02/2012			M(9)		625	A	\$ 11.41	23,453	D		

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

 $S^{(9)}$

9,653 D

13,800

D

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SEC 1474 (9-02)

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

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)	4. Transactic Code (Instr. 8)	5. Number or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day/	ate	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 ⁽⁹⁾		625	(3)	01/16/2019	Common Stock	625
Restricted Stock Units	<u>(1)</u>						<u>(4)</u>	(2)	Common Stock	2,125
Employee Stock Option (Right to Buy)	\$ 21.1	04/02/2012		M ⁽⁹⁾		1,250	<u>(5)</u>	02/02/2020	Common Stock	1,250
Employee Stock Option (Right to Buy)	\$ 20.8	04/02/2012		M ⁽⁹⁾		708	<u>(6)</u>	06/13/2020	Common Stock	708
Employee Stock Option (Right to Buy)	\$ 35.32						<u>(7)</u>	02/03/2021	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 33.15						(8)	04/26/2021	Common Stock	3,400

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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, WW Ops and Support

Signatures

/s/ Andrew W. Kim, Attorney in Fact

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.
- 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.
- (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.
- 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.

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