Gorjanc Christine Marie Form 4 June 08, 2012

Check this box

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to **SECURITIES** Section 16. Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Gorjanc Christine Marie Issuer Symbol NETGEAR, INC [NTGR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction

(Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O NETGEAR, INC., 350 E. 06/06/2012 below) below) PLUMERIA DR.

Chief Financial Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

> Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SAN JOSE, CA 95134

(State)

(Zip)

(City)

Stock

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price Common

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

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D

36,529

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	S A O	5. Number of orDerivative 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	7	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 29.23							(3)	01/12/2017	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 28.79							<u>(4)</u>	01/11/2018	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 11.41							<u>(5)</u>	01/16/2019	Common Stock	5,730
Restricted Stock Units	(1)							<u>(6)</u>	(2)	Common Stock	3,750
Employee Stock Option (Right to Buy)	\$ 21.1							<u>(7)</u>	02/02/2020	Common Stock	13,438
Employee Stock Option (Right to Buy)	\$ 20.8							<u>(8)</u>	06/13/2020	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 35.32							<u>(9)</u>	02/03/2021	Common Stock	25,000
Employee Stock Option	\$ 33.15							(10)	04/26/2021	Common Stock	6,000

(Right to Buy)

Employee

Stock

Common (11)06/06/2022 Option \$ 31.31 06/06/2012 Α 25,000 25,000 Stock (Right to

Buy)

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Gorjanc Christine Marie C/O NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134

Chief Financial Officer

Signatures

/s/ Andrew W. Kim, Attorney 06/08/2012 in Fact

**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.
- Not applicable. **(2)**
- 25% of the option grant is exercisable on 1/12/2008, and 1/48 of the option grant is exercisable each month thereafter. **(3)**
- **(4)** 25% of the option grant is exercisable on 1/11/2009, and 1/48 of the option grant is exercisable each month thereafter.
- **(5)** 25% of the option grant is exercisable on 1/16/2010, and 1/48 of the option grant is exercisable each month thereafter.
- 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 **(6)** 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.
- 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter. **(7)**
- 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 (8)thereafter, subject to the optionee continuing to be a service provider on such dates.
- 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter **(9)**
- (10) 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (11) 25% of the option grant is exercisable on 6/6/2013, 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.

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