SOARES DAVID Form 4

January 18, 2013

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:

January 31, 2005

0.5

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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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SOARES DAVID			2. Issuer Name and Ticker or Trading Symbol NETGEAR, INC [NTGR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Chook an approved)			
			(Month/Day/Year)	Director 10% Owner			
NETGEAR, INC., 350 E.			01/16/2013	X Officer (give title Other (specify below)			
PLUMERIA DR.				SVP and GM, RBU			
	(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			
SAN JOSE, CA 95134				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-De	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	any		3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	01/16/2013		$M_{\underline{(12)}}$	2,000	A	\$ 0	20,577	D	
Common Stock	01/16/2013		S	1,019	D	\$ 39.82	19,558	D	

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

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

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)	Secu Acq (A) Disp (D)	urities uired or posed of tr. 3, 4,	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)	\$ 29.23						(3)	01/12/2017	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 28.79						<u>(4)</u>	01/11/2018	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 11.41						(5)	01/16/2019	Common Stock	1,667
Restricted Stock Units	(1)	01/16/2013		M		2,000	<u>(6)</u>	(2)	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 21.1						<u>(7)</u>	02/02/2020	Common Stock	14,000
Employee Stock Option (Right to Buy)	\$ 20.8						<u>(8)</u>	06/13/2020	Common Stock	12,000
Employee Stock Option (Right to Buy)	\$ 35.32						<u>(9)</u>	02/03/2021	Common Stock	20,000

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Employee Stock Option (Right to Buy)	\$ 33.15	(10)	04/26/2021	Common Stock	3,400
Employee Stock Option (Right to Buy)	\$ 31.31	(11)	06/06/2022	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SOARES DAVID NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134

SVP and GM, RBU

Signatures

/s/ Andrew W. Kim, Attorney in Fact

01/18/2013

**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) Converts to common stock on a one for one basis.
- (2) Not applicable.
- (3) 25% of the option grant is exercisable on 1/12/2008, and 1/48 of the option grant is exercisable each month thereafter.
- (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 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.
- (7) 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter.
- (8) 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.
- (9) 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (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.
- (12) Acquired pursuant to the vesting of restricted stock units which convert to common stock on a one for one basis.

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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