

NETGEAR, INC  
Form 4  
February 02, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WERDANN MICHAEL A

(Last) (First) (Middle)

WERDANN MICHAEL A

(Street)

350 E. PLUMERIA DR. SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NETGEAR, INC [NTGR]

3. Date of Earliest Transaction (Month/Day/Year)  
01/29/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

SVP of Worldwide Sales

6. Individual or Joint/Group Filing(Check 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**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	01/29/2016		A	(A) or (D) Price	5,000 (1) \$ 0 35,590	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)

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

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative 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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 32.52					06/03/2014 <sup>(2)</sup> 06/03/2024	Common Stock	18,000
Employee Stock Option (Right to Buy)	\$ 38.01					05/24/2011 <sup>(3)</sup> 05/24/2021	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 35.32					02/03/2011 <sup>(4)</sup> 02/03/2021	Common Stock	9,376
Employee Stock Option (Right to Buy)	\$ 32.54					05/06/2013 <sup>(5)</sup> 05/06/2023	Common Stock	11,250
Employee Stock Option (Right to Buy)	\$ 33.15					04/26/2011 <sup>(6)</sup> 04/26/2021	Common Stock	300
Employee Stock Option (Right to Buy)	\$ 31.31					06/06/2012 <sup>(7)</sup> 06/06/2022	Common Stock	5,938
Employee Stock Option (Right to Buy)	\$ 31.28					06/02/2015 <sup>(8)</sup> 06/02/2025	Common Stock	18,000

Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WERDANN MICHAEL A WERDANN MICHAEL A 350 E. PLUMERIA DR. SAN JOSE, CA 95134			SVP of Worldwide Sales	

## Signatures

/s/ Andrew W. Kim, Attorney  
in Fact 02/02/2016

\_\_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, January 31, 2016, subject to the recipient continuing to be a Service Provider on such dates.
- (1) common stock. 25% of the units will cliff vest on each anniversary of the Vesting Start Date, January 31, 2016, subject to the recipient continuing to be a Service Provider on such dates.
  - (2) 25% of the option grant is exercisable on 6/3/2015, and 1/48 of the option grant is exercisable each month thereafter.
  - (3) 25% of the option grant is exercisable on 5/24/2012, and 1/48 of the option grant is exercisable each month thereafter.
  - (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 5/6/2014, and 1/48 of the option grant is exercisable each month thereafter.
  - (6) 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.
  - (7) 25% of the option grant is exercisable on 6/6/2013, and 1/48 of the option grant is exercisable each month thereafter.
  - (8) 25% of the option grant is exercisable on 6/2/2016, 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.