

WERDANN MICHAEL A  
Form 4  
November 02, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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

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)  
NETGEAR, INC., 350 E. PLUMERIA DR.  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
10/29/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, North America Sales

SAN JOSE, CA 95134

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |                                   |
| Common Stock                    | 10/29/2010                           |  | M                              | 3,230 A \$ 22.68  | 6,532 <sup>(13)</sup>   | D  |                                   |
| Common Stock                    | 10/29/2010                           |  | M                              | 938 A \$ 11.41  | 7,470   | D  |                                   |
| Common Stock                    | 10/29/2010                           |  | S                              | 7,470 D \$ 31.2884 <sub>(12)</sub>                                | 0   | D  |                                   |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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

| 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 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Restricted Stock Units                     | (2)  |                                      |  |                                |   | (6)  | (3)   | Common Stock                  | 750                        |
| Restricted Stock Units                     | (2)  |                                      |  |                                |   | (7)  | (3)   | Common Stock                  | 3,000                      |
| Employee Stock Option (Right to Buy)       | \$ 22.68   | 10/29/2010                           |  | M                              | 3,230   | (1)  | 05/23/2016  | Common Stock                  | 3,230                      |
| Employee Stock Option (Right to Buy)       | \$ 29.23   |                                      |  |                                |   | (4)  | 01/12/2017  | Common Stock                  | 5,000                      |
| Employee Stock Option (Right to Buy)       | \$ 28.79   |                                      |  |                                |   | (5)  | 01/11/2018  | Common Stock                  | 15,000                     |
| Employee Stock Option (Right to Buy)       | \$ 11.41   | 10/29/2010                           |  | M                              | 938   | (8)  | 01/16/2019  | Common Stock                  | 938                        |
| Restricted Stock Units                     | (2)  |                                      |  |                                |   | (9)  | (3)   | Common Stock                  | 4,500                      |
|  | \$ 21.1  |                                      |  |                                |   | (10)   | 02/02/2020  |                               | 15,000                     |

|  |         |  |      |            |                 |        |
|--|---------|--|------|------------|-----------------|--------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) |         |  |      |            | Common<br>Stock |        |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 20.8 |  | (11) | 06/13/2020 | Common<br>Stock | 12,000 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| WERDANN MICHAEL A<br>NETGEAR, INC.<br>350 E. PLUMERIA DR.<br>SAN JOSE, CA 95134 |               |           | VP, North America Sales |       |

## Signatures

/s/ Andrew W. Kim, Attorney  
in Fact

11/02/2010

\*\*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) 25% of the option grant is exercisable on 5/23/2007, and 1/48 of the option grant is exercisable each month thereafter.
- (2) Converts to common stock on a one for one basis.
- (3) Not applicable.
- (4) 25% of the option grant is exercisable on 1/12/2008, and 1/48 of the option grant is exercisable each month thereafter.
- (5) 25% of the option grant is exercisable on 1/11/2009, and 1/48 of the option grant is exercisable each month thereafter.
- (6) 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 1/12/2007, the vest start date, so that all of the units will have vested on 1/12/2011.
- (7) 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 1/11/2008, the vest start date, so that all of the units will have vested on 1/11/2012.
- (8) 25% of the option grant is exercisable on 1/16/2010, and 1/48 of the option grant is exercisable each month thereafter.
- (9) 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.
- (10) 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter.
- (11) 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.
- (12) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$31.21 to \$31.616759 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will

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provide full information regarding the number of shares sold at each separate price.

**(13)** Includes 358 shares acquired on July 30, 2010 under the NETGEAR, Inc. 2003 Employee Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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