

GODWIN A TIMOTHY
 Form 4
 November 15, 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 *
GODWIN A TIMOTHY

(Last) (First) (Middle)

C/O NETGEAR, INC., 350 E. PLUMERIA DR.

(Street)

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)
 11/11/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | | | | | 3,415 | I | Shares are held by the Maureen A. Godwin Family Trust |
| Common Stock | 11/11/2010 | | M | 22,200 A \$ 14 | 49,600 | D | |
| Common Stock | 11/11/2010 | | S | 22,200 D \$ 31.2826 | 27,400 | D | |

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(4)

| | | | | | | | | |
|--------------|------------|--|---|-------|---|------------|--------|---|
| Common Stock | 11/12/2010 | | M | 2,000 | A | \$ 14 | 29,400 | D |
| Common Stock | 11/12/2010 | | S | 2,000 | D | \$ 31.2715 | 27,400 | D |

(5)

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)

| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Director Stock Option (right to buy) | \$ 18.97 | | | | | (1) | 05/18/2015 | Common Stock | 15,000 |
| Director Stock Option (right to buy) | \$ 14 | 11/11/2010 | | M | 22,200 | (2) | 07/30/2013 | Common Stock | 22,200 |
| Director Stock Option (right to buy) | \$ 12.75 | | | | | 05/18/2005 | 06/16/2014 | Common Stock | 15,000 |
| Director Stock Option (right to buy) | \$ 14.75 | | | | | (3) | 06/02/2019 | Common Stock | 1,800 |

| | | | | | | | | |
|--|-------|------------|---|-------|-----|------------|-----------------|-------|
| Director Stock Option (right to buy) | \$ 14 | 11/12/2010 | M | 2,000 | (2) | 07/30/2013 | Common Stock | 2,000 |
|--|-------|------------|---|-------|-----|------------|-----------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GODWIN A TIMOTHY C/O NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134 | X | | | |

Signatures

| | |
|-------------------------------------|------------|
| /s/ Andrew Kim, Attorney in Fact | 11/15/2010 |
| **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) 100% of this option grant is exercisable on 05/18/2005, the grant date. Shares underlying the option are restricted from transfer, with the restriction lapsing on the date of the Issuer's 2006 Annual Meeting of Stockholders, which was held on May 23, 2006.
- (2) This stock option was granted under the NETGEAR, Inc. 2000 Option Plan on July 30, 2003. Such option becomes exercisable at a rate of 1/3rd of the option on each anniversary of the grant date.
- (3) This option was granted under the NETGEAR, Inc. 2006 Long-Term Incentive Plan. The option becomes exercisable in full on the date of the Issuer's 2010 Annual Meeting of Stockholders.
- (4) The sale price reported in Column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$31.25 to \$31.39 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (5) The sale price reported in Column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$31.25 to \$31.34 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

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.