NETGEAR, INC
Form 4
January 27, 2014

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rogers Tamesa

(Last) (First) (Middle)

350 EAST 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)
01/24/2014

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, Human Resources

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/24/2014		M(12)		389	A	$ 11.41	6,914	D	
Common Stock	01/24/2014		S(12)		389	D	$ 33.1	6,525	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)

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. De Sec (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock	$ 16.53							(1)	02/09/2014	Common Stock	365	
Common Stock	$ 19.55							(2)	12/13/2015	Common Stock	1,500	
Common Stock	$ 30.66							(3)	04/16/2017	Common Stock	5,000	
Common Stock	$ 28.79							(4)	01/11/2018	Common Stock	5,000	
Common Stock	$ 11.41	01/24/2014		M(12)			389	(5)	01/16/2019	Common Stock	389	
Common Stock	$ 21.1							(6)	02/02/2020	Common Stock	15,000	
Common Stock	$ 20.8							(7)	06/13/2020	Common Stock	8,000	
Common Stock	$ 33.15							(8)	04/26/2021	Common Stock	1,600	
Common Stock	$ 35.32							(9)	02/03/2021	Common Stock	15,000	
Common Stock	$ 31.31							(10)	06/06/2022	Common Stock	15,000	
Common Stock	$ 32.54							(11)	05/16/2023	Common Stock	15,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rogers Tamesa 350 EAST PLUMERIA DR.			SVP, Human Resources	

SAN JOSE, CA 95134

Signatures

/s/ Andrew W. Kim, Attorney in Fact — 01/27/2014

**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 exerciseable on 2/9/2005, and 1/48 of the option grant is exercisable each month thereafter.

(2) 100% of this option grant is exerciseable as of December 13, 2005, the vesting start date. Shares underlying the option are restricted from transfer, with the restriction lapsing with respect to 25% of the shares on each subsequent anniversary of the vesting start date, so that all underlying shares will be free from transfer restrictions on December 13, 2009.

(3) 25% of the option grant is exerciseable on 4/16/2008, and 1/48 of the option grant is exercisable each month thereafter.

(4) 25% of the option grant is exerciseable on 1/11/2009, and 1/48 of the option grant is exercisable each month thereafter.

(5) 25% of the option grant is exerciseable on 1/16/2010, and 1/48 of the option grant is exercisable each month thereafter.

(6) 25% of the option grant is exerciseable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter.

(7) 25% of the option grant is exerciseable on 6/13/2011, and 1/48 of the option grant is exercisable each month thereafter.

(8) 25% of the option grant is exerciseable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.

(9) 25% of the option grant is exerciseable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter.

(10) 25% of the option grant is exerciseable on 6/6/2013, and 1/48 of the option grant is exercisable each month thereafter.

(11) 25% of the option grant is exerciseable on 5/16/2014, and 1/48 of the option grant is exercisable each month thereafter.

(12) The exercise and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 29, 2013.

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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