

LO PATRICK CS  
Form 4  
February 04, 2010

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LO PATRICK CS

(Last) (First) (Middle)

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)  
02/02/2010

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) below)

Chairman and CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 194,775                                                                                                            | I                                                                    | See<br>footnote <sup>(1)</sup>                                    |
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 42,583                                                                                                             | I                                                                    | See<br>footnote <sup>(2)</sup>                                    |
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 46,425                                                                                                             | I                                                                    | See<br>footnote<br><sup>(15)</sup>                                |
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 33,291 <sup>(16)</sup>                                                                                             | D                                                                    |                                                                   |

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

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                     |                    |                 |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------|--------------------|-----------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D)                                                                 | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 15.35                                                              |                                         |                                                             |                                         |                                                                                                           |                                                                |                                                                     | <u>(4)</u>          | 03/11/2015         | Common<br>Stock | 94,100                     |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 22.68                                                              |                                         |                                                             |                                         |                                                                                                           |                                                                |                                                                     | <u>(5)</u>          | 05/23/2016         | Common<br>Stock | 100,000                    |
| Restricted<br>Stock<br>Units                        | <u>(6)</u>                                                            |                                         |                                                             |                                         |                                                                                                           |                                                                |                                                                     | <u>(7)</u>          | <u>(8)</u>         | Common<br>Stock | 3,000                      |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 4.51                                                               |                                         |                                                             |                                         |                                                                                                           |                                                                |                                                                     | <u>(3)</u>          | 04/03/2010         | Common<br>Stock | 58,073                     |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 29.23                                                              |                                         |                                                             |                                         |                                                                                                           |                                                                |                                                                     | <u>(9)</u>          | 01/12/2017         | Common<br>Stock | 100,000                    |
| Restricted<br>Stock<br>Units                        | <u>(6)</u>                                                            |                                         |                                                             |                                         |                                                                                                           |                                                                |                                                                     | <u>(10)</u>         | <u>(8)</u>         | Common<br>Stock | 5,000                      |
| Employee<br>Stock<br>Option<br>(Right to            | \$ 28.79                                                              |                                         |                                                             |                                         |                                                                                                           |                                                                |                                                                     | <u>(11)</u>         | 01/11/2018         | Common<br>Stock | 100,000                    |

Buy)

|                                                  |          |            |   |         |      |            |                 |         |
|--------------------------------------------------|----------|------------|---|---------|------|------------|-----------------|---------|
| Restricted<br>Stock<br>Units                     | (6)      |            |   |         | (12) | (8)        | Common<br>Stock | 10,000  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 11.41 |            |   |         | (13) | 01/16/2019 | Common<br>Stock | 100,000 |
| Restricted<br>Stock<br>Units                     | (6)      |            |   |         | (14) | (8)        | Common<br>Stock | 15,000  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 21.1  | 02/02/2010 | A | 100,000 | (17) | 02/02/2020 | Common<br>Stock | 100,000 |

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships |           |                  |       |
|-----------------------------------------------------------------------------|---------------|-----------|------------------|-------|
|                                                                             | Director      | 10% Owner | Officer          | Other |
| LO PATRICK CS<br>NETGEAR, INC.<br>350 E. PLUMERIA DR.<br>SAN JOSE, CA 95134 | X             |           | Chairman and CEO |       |

## Signatures

/s/ Andrew W. Kim, Attorney  
in Fact 02/04/2010

\_\_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) The shares are held by the Patrick and Emily Lo Revocable Trust dated 4-7-99.
- (2) The shares are held by the education trusts of Mr. Lo's children. Mr. Lo is a co-trustee of each such trust.
- (3) 25% of the option grant is exercisable on 4/3/2001, and 1/48 of the option grant is exercisable each month thereafter.  
100% of this option grant is exercisable on 3/11/05, the grant date. Shares underlying the option are restricted from transfer, with the
- (4) restriction lapsing with respect to 25% of the shares on each subsequent anniversary of the grant date, so that all underlying shares will be free from transfer restrictions on 3/11/09.
- (5) 25% of the option grant is exercisable on 5/23/2007, and 1/48 of the option grant is exercisable each month thereafter.
- (6) Converts to common stock on a one for one basis.
- (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 5/23/06, the vest start date, so that all of the units will have vested on 5/23/2010.

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- (8) Not applicable.
- (9) 25% of the option grant is exercisable on 1/12/2008, and 1/48 of the option grant is exercisable each month thereafter.
- (10) 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.
- (11) 25% of the option grant is exercisable on 1/11/2009, and 1/48 of the option grant is exercisable each month thereafter.
- (12) 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.
- (13) 25% of the option grant is exercisable on 1/16/2010, and 1/48 of the option grant is exercisable each month thereafter.
- (14) 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.
- (15) The shares are held by the Patrick C.S. Lo 2009 Grantor Retained Annuity Trust.
- (16) Includes 1,451 shares acquired on January 29, 2010 under the NETGEAR, Inc. 2003 Employee Stock Purchase Plan.
- (17) 25% of the option grant is exercisable on 2/2/2011, 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.

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