

WERDANN MICHAEL A

Form 4

January 18, 2011

**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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response... 0.5

(Print or Type Responses)

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

(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)  
01/16/2011

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) below)

VP, North America 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<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 Acquired<br>(A) or 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>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(10)                                                                                                     | (A)<br>or<br>(D)                                                     | Price                                   |
| Common<br>Stock                       | 01/16/2011                              |                                                             | M                                    |                                                                         | 1,500<br>(10)                                                                                                      | A                                                                    | \$ 0 2,908                              |
| Common<br>Stock                       | 01/16/2011                              |                                                             | F                                    |                                                                         | 509                                                                                                                | D                                                                    | \$ 37.61 2,399                          |

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

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SEC 1474  
(9-02)

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**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. 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. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 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>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                        | (1)                                                                |                                         |                                                             |                                      |                                                                                                                 | (5)                                                            | (2)                | Common<br>Stock                                                     | 1,500                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 29.23                                                           |                                         |                                                             |                                      |                                                                                                                 | (3)                                                            | 01/12/2017         | Common<br>Stock                                                     | 5,000                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 28.79                                                           |                                         |                                                             |                                      |                                                                                                                 | (4)                                                            | 01/11/2018         | Common<br>Stock                                                     | 15,000                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 11.41                                                           |                                         |                                                             |                                      |                                                                                                                 | (6)                                                            | 01/16/2019         | Common<br>Stock                                                     | 938                                 |
| Restricted<br>Stock<br>Units                        | (1)                                                                | 01/16/2011                              |                                                             | M                                    | 1,500                                                                                                           | (7)                                                            | (2)                | Common<br>Stock                                                     | 1,500                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 21.1                                                            |                                         |                                                             |                                      |                                                                                                                 | (8)                                                            | 02/02/2020         | Common<br>Stock                                                     | 15,000                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 20.8                                                            |                                         |                                                             |                                      |                                                                                                                 | (9)                                                            | 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

01/18/2011

\_\_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) Converts to common stock on a one for one basis.
  - (2) Not applicable.
  - (3) 25% of the option grant is exercisable on 1/12/2008, and 1/48 of the option grant is exercisable each month thereafter.
  - (4) 25% of the option grant is exercisable on 1/11/2009, and 1/48 of the option grant is exercisable each month thereafter.
  - (5) 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.
  - (6) 25% of the option grant is exercisable on 1/16/2010, and 1/48 of the option grant is exercisable each month thereafter.
  - (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 1/16/2009, the vesting start date, so that all of the units will have vested on 1/16/2013.
  - (8) 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter.
  - (9) 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.
  - (10) Acquired pursuant to the vesting of restricted stock units which convert to common stock on a one for one basis.

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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