

NETGEAR, INC
Form 4
April 28, 2016

FORM 4

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

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).

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

(Last) (First) (Middle)

WERDANN MICHAEL A

(Street)

350 E. PLUMERIA DR. 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)
04/28/2016

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 of Worldwide 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 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 | 04/28/2016 | | M ⁽¹⁾ | | 10,000 | A | \$ 38.01 |
| Common Stock | 04/28/2016 | | S ⁽¹⁾ | | 10,000 | D | \$ 42 |
| | | | | | 40,750 | D | |
| | | | | | 30,750 | 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)

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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 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 32.52 | | | | | 06/03/2014 ⁽²⁾ 06/03/2024 | Common Stock 9,750 |
| Employee Stock Option (Right to Buy) | \$ 38.01 | 04/28/2016 | | <u>M</u> ⁽¹⁾ | 10,000 | 05/24/2011 ⁽³⁾ 05/24/2021 | Common Stock 10,000 |
| Employee Stock Option (Right to Buy) | \$ 35.32 | | | | | 02/03/2011 ⁽⁴⁾ 02/03/2021 | Common Stock 0 |
| Employee Stock Option (Right to Buy) | \$ 32.54 | | | | | 05/06/2013 ⁽⁵⁾ 05/06/2023 | Common Stock 5,250 |
| Employee Stock Option (Right to Buy) | \$ 33.15 | | | | | 04/26/2011 ⁽⁶⁾ 04/26/2021 | Common Stock 0 |
| Employee Stock Option (Right to Buy) | \$ 31.31 | | | | | 06/06/2012 ⁽⁷⁾ 06/06/2022 | Common Stock 62,500 |
| Employee Stock Option (Right to Buy) | \$ 31.28 | | | | | 06/02/2015 ⁽⁸⁾ 06/02/2025 | Common Stock 18,000 |

Buy)

Employee

Stock

Option \$ 39.53

03/24/2016⁽⁹⁾ 03/24/2026

Common Stock 18,0

(Right to

Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WERDANN MICHAEL A WERDANN MICHAEL A 350 E. PLUMERIA DR. SAN JOSE, CA 95134 | | | SVP of Worldwide Sales | |

Signatures

/s/ Andrew W. Kim, Attorney
in Fact

04/28/2016

__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 exercise and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 8, 2016.
- (2) 25% of the option grant is exercisable on 6/3/2015, and 1/48 of the option grant is exercisable each month thereafter.
- (3) 25% of the option grant is exercisable on 5/24/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (4) 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (5) 25% of the option grant is exercisable on 5/6/2014, and 1/48 of the option grant is exercisable each month thereafter.
- (6) 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (7) 25% of the option grant is exercisable on 6/6/2013, and 1/48 of the option grant is exercisable each month thereafter.
- (8) 25% of the option grant is exercisable on 6/2/2016, and 1/48 of the option grant is exercisable each month thereafter.

This Option shall be exercisable, in whole or in part, in accordance with the following schedule: 25% of the Shares subject to the Option shall vest twelve months after the Vesting Start Date, and 1/48 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.

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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