### Edgar Filing: NETGEAR, INC - Form 4

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NETGEAR,	INC										
Form 4											
June 06, 201									0145 A		
FORM	$ 4 _{\text{UNITED}}$	статес с								PPROVAL	
	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISS Washington, D.C. 20549								3235-0287 January 31,	
Check thi if no long	er										
subject to		IENT OF	F CHANGES IN BENEFICIAL OWNERS						Estimated a	2005 average	
Section 1								burden hou	irs per		
Form 4 or Form 5		Eiled surguest to Section 16(a) of the Securities Each area Act of 1024							response	0.5	
obligation	Form 5 obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section										
may cont	inue.			vestment	•				11		
<i>See</i> Instru 1(b).	iction	00(11) 01			Compun	,					
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <sup>*</sup> _2				2. Issuer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to			
Graham Jef	Symbol				-0	Issuer					
		NETGEAR, INC [NTGR]					(Check all applicable)				
(Last)	(First) (N	Middle) 3	3. Date of Earliest Transaction					(Check all applicable)			
			(Month/Day/Year)					_X_ Director 10% Owner			
C/O NETGEAR, INC., 350 E.			06/03/2016					Officer (give title Other (specify below)			
PLUMERIA											
(Street) 4. If Ame				endment, Date Original				6. Individual or Joint/Group Filing(Check			
	Filed(Month				)			Applicable Line) _X_ Form filed by One Reporting Person			
SAN JOSE, CA 95134								Form filed by More than One Reporting			
								Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Securi	ities Acc	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of	2. Transaction Date		1						6. Ownership		
Security (Instr. 3)	(Month/Day/Year)	Execution 1 any	Date, if	Code	(D) (Instr. 3, 4 and 5)		Securities Beneficially	Form: Direct (D) or	Indirect Beneficial		
(11511-0)		(Month/Da	y/Year)	(Instr. 8)			5)	Owned	Indirect (I)	Ownership	
								Following Reported	(Instr. 4)	(Instr. 4)	
						(A)		Transaction(s)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common	06/02/2016				4,394			10.120	D		
Stock	06/03/2016			А	(1)	А	\$0	19,120	D		
a							\$				
Common	06/06/2016			S(2)	6,393	D		12,727	D		
Stock							(3)				

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Transactic Code (Instr. 8)	5. oriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	e Underlying Securities		8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Director Stock Option (right to buy)	\$ 18.83					<u>(4)</u>	07/01/2015	Common Stock	0	
Director Stock Option (right to buy)	\$ 14.75					<u>(5)</u>	06/02/2019	Common Stock	0	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
I B	Director	10% Owner	Officer	Other			
Graham Jef C/O NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134	Х						
Signatures							
/s/ Andrew W. Kim, Attorney in Fact		06/06/201	16				
**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) Shares are represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock. 100% of the restricted stock units will vest on the date of the Issuer's 2017 Annual Meeting of Stockholders.

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(2) 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 12, 2016.

The price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold. Upon request from the

- (3) Commission staff, the Issuer, or a security holders of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (4) This stock option becomes exercisable at a rate of 1/3rd of the option on each anniversary of 7/1/05, the grant date, such that the entire option will be exerciseable on the third anniversary of the grant date.
- (5) The 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.

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.