

WERDANN MICHAEL A
Form 4/A
February 07, 2019

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

2. Issuer Name and Ticker or Trading Symbol
NETGEAR, INC [NTGR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
WERDANN MICHAEL A

3. Date of Earliest Transaction (Month/Day/Year)
02/05/2019

___ Director ___ 10% Owner
__X__ Officer (give title below) ___ Other (specify below)

SVP of Worldwide Sales

(Street)
350 E. PLUMERIA DR. SAN JOSE, CA 95134

4. If Amendment, Date Original Filed(Month/Day/Year)
02/07/2019

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------|---|--|-----------------------------------|
| | | | | Code | V Amount or Price | | | |
| Common Stock | 02/05/2019 | | S ⁽¹⁾ | 765 | D | \$ 38.83 | 23,047 | D |
| Common Stock | 02/05/2019 | | M ⁽¹⁾ | 744 | A | \$ 18.58 | 23,791 | D |
| Common Stock | 02/05/2019 | | M ⁽¹⁾ | 744 | A | \$ 23.48 | 24,535 | D |
| Common Stock | 02/05/2019 | | M ⁽¹⁾ | 744 | A | \$ 25.37 | 25,279 | D |

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| | | | | | | | | |
|--------------|------------|--|-------------------------|-------|---|------------------------|--------|---|
| Common Stock | 02/05/2019 | | <u>S</u> ⁽¹⁾ | 2,232 | D | <u>(2)</u> \$ 38.83 | 23,047 | D |
|--------------|------------|--|-------------------------|-------|---|------------------------|--------|---|

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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 18.58 <u>(2)</u> | 02/05/2019 | | <u>M</u> ⁽¹⁾ | 744 | 06/02/2015 ⁽³⁾ 06/02/2025 | Common Stock 744 |
| Employee Stock Option (Right to Buy) | \$ 23.48 <u>(2)</u> | 02/05/2019 | | <u>M</u> ⁽¹⁾ | 744 | 03/24/2016 ⁽⁴⁾ 03/24/2026 | Common Stock 744 |
| Director Stock Option (right to buy) | \$ 25.37 <u>(2)</u> | 02/05/2019 | | <u>M</u> ⁽¹⁾ | 744 | <u>(5)</u> 06/01/2027 | Common Stock 744 |
| Common Stock | \$ 70.15 | | | | | <u>(4)</u> 01/25/2028 | Common Stock 18,000 |

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

02/07/2019

__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 October 27, 2017.

(2) Price adjusted due to spin-off of Arlo Technologies, Inc.

(3) 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
(4) 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.

This Option shall be exercisable, in whole or in part, in accordance with the following schedule: 25% of the Shares subject to the Option
(5) shall vest twelve months after the Vesting Start Date, June 1, 2017, 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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