FALCON MICHAEL F
Form 4
December 14, 2011

# FORM 4

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

**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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
FALCON MICHAEL F

(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)
12/12/2011

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)
SVP, WW Ops and Support

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 | 12/12/2011 | | M(11) | | 313 | A | $ 28.79 | 18,607 | D | |
| Common Stock | 12/12/2011 | | S(11) | | 313 | D | $ 36.98 | 18,294 | 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)

**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) | | 8. D Se (I |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | (1) | | | | | | | (4) | (2) | Common Stock | 2,125 | |
| Employee Stock Option (Right to Buy) | $ 28.79 | 12/12/2011 | | M(11) | | | 313 | (3) | 01/11/2018 | Common Stock | 313 | |
| Employee Stock Option (Right to Buy) | $ 11.41 | | | | | | | (5) | 01/16/2019 | Common Stock | 4,376 | |
| Restricted Stock Units | (1) | | | | | | | (6) | (2) | Common Stock | 4,250 | |
| Employee Stock Option (Right to Buy) | $ 21.1 | | | | | | | (7) | 02/02/2020 | Common Stock | 10,834 | |
| Employee Stock Option (Right to Buy) | $ 20.8 | | | | | | | (8) | 06/13/2020 | Common Stock | 11,334 | |
| Employee Stock Option (Right to Buy) | $ 35.32 | | | | | | | (9) | 02/03/2021 | Common Stock | 20,000 | |
| | $ 33.15 | | | | | | | (10) | 04/26/2021 | | 3,400 | |

| | |
|---|---|
| Employee Stock Option (Right to Buy) | Common Stock |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| FALCON MICHAEL F<br>NETGEAR, INC.<br>350 E. PLUMERIA DR.<br>SAN JOSE, CA 95134 | | | SVP, WW Ops and Support | |

# Signatures

| | |
|---|---|
| /s/ Andrew W. Kim, Attorney in Fact | 12/14/2011 |
| **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 1/11/2009, and 1/48 of the option grant is exercisable each month thereafter. |
| **(4)** | 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. |
| **(5)** | 25% of the option grant is exercisable on 1/16/2010, and 1/48 of the option grant is exercisable each month thereafter. |
| **(6)** | 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. |
| **(7)** | 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter. |
| **(8)** | 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. |
| **(9)** | 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter. |
| **(10)** | 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter. |
| **(11)** | 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 November 1, 2010. |

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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