

Gorjanc Christine Marie
 Form 4
 February 06, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Gorjanc Christine Marie

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)
 C/O NETGEAR, INC., 350 E. PLUMERIA DR.

3. Date of Earliest Transaction (Month/Day/Year)
 02/02/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

(Street)
 SAN JOSE, CA 95134

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | (A) or (D) | Price |
| Common Stock | 02/02/2012 | | M ⁽¹³⁾ | | 10,000 | A | \$ 19.55 |
| Common Stock | 02/02/2012 | | M ⁽¹³⁾ | | 11,562 | A | \$ 21.1 |
| Common Stock | 02/02/2012 | | M ⁽¹³⁾ | | 5,000 | A | \$ 20.8 |
| Common Stock | 02/02/2012 | | M ⁽¹³⁾ | | 1,708 | A | \$ 11.41 |
| Common Stock | 02/02/2012 | | S ⁽¹³⁾ | | 28,270 | D | \$ 39.94 |
| | | | | | | | (12) |

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

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(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) | \$ 19.55 | 02/02/2012 | | M ⁽¹³⁾ | 10,000 | ⁽¹⁾ 12/13/2015 | Common Stock 10,000 |
| Employee Stock Option (Right to Buy) | \$ 29.23 | | | | | ⁽⁴⁾ 01/12/2017 | Common Stock 15,000 |
| Employee Stock Option (Right to Buy) | \$ 28.79 | | | | | ⁽⁵⁾ 01/11/2018 | Common Stock 25,000 |
| Employee Stock Option (Right to Buy) | \$ 11.41 | 02/02/2012 | | M ⁽¹³⁾ | 1,708 | ⁽⁶⁾ 01/16/2019 | Common Stock 1,708 |
| Restricted Stock Units | ⁽²⁾ | | | | | ⁽⁷⁾ ⁽³⁾ | Common Stock 3,750 |
| Employee Stock Option (Right to Buy) | \$ 21.1 | 02/02/2012 | | M ⁽¹³⁾ | 11,562 | ⁽⁸⁾ 02/02/2020 | Common Stock 11,562 |

| | | | | | | | | |
|--------------------------------------|----------|------------|-------------------|-------|-------------|------------|--------------|--------|
| Employee Stock Option (Right to Buy) | \$ 20.8 | 02/02/2012 | M ⁽¹³⁾ | 5,000 | <u>(9)</u> | 06/13/2020 | Common Stock | 5,000 |
| Employee Stock Option (Right to Buy) | \$ 35.32 | | | | <u>(10)</u> | 02/03/2021 | Common Stock | 25,000 |
| Employee Stock Option (Right to Buy) | \$ 33.15 | | | | <u>(11)</u> | 04/26/2021 | Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gorjanc Christine Marie C/O NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134 | | | Chief Financial Officer | |

Signatures

/s/ Andrew W. Kim, Attorney
in Fact

02/06/2012

 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) 100% of this option grant is exercisable as of November 16, 2005, the vesting start date. Shares underlying the option are restricted from transfer, with the restriction lapsing with respect to 25% of the shares on each subsequent anniversary of the vesting start date, so that all underlying shares will be free from transfer restrictions on November 16, 2009.
 - (2) Converts to common stock on a one for one basis.
 - (3) Not applicable.
 - (4) 25% of the option grant is exercisable on 1/12/2008, and 1/48 of the option grant is exercisable each month thereafter.
 - (5) 25% of the option grant is exercisable on 1/11/2009, and 1/48 of the option grant is exercisable each month thereafter.
 - (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)

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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) 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter

(11) 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.

(12) The price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$39.43 to \$40.38 per share. Upon request from the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(13) The exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 30, 2011.

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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