

NETGEAR, INC
Form 4
June 05, 2014

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

(Last) (First) (Middle)
C/O 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)
06/03/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	06/03/2014		A		12,000 (9) \$ 0 57,652	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)

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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)	\$ 29.23					<u>(1)</u>	01/12/2017	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 28.79					<u>(2)</u>	01/11/2018	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 21.1					<u>(3)</u>	02/02/2020	Common Stock	8,750
Employee Stock Option (Right to Buy)	\$ 20.8					<u>(4)</u>	06/13/2020	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 35.32					<u>(5)</u>	02/03/2021	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 33.15					<u>(6)</u>	04/26/2021	Common Stock	6,000
Employee Stock Option (Right to Buy)	\$ 31.31					<u>(7)</u>	06/06/2022	Common Stock	25,000
	\$ 32.54					<u>(8)</u>	05/16/2023		30,000

Employee Stock Option (Right to Buy)								Common Stock	
Employee Stock Option (Right to Buy)	\$ 32.52	06/03/2014	A	30,000	<u>(10)</u>	06/03/2024	Common Stock	30,000	

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

06/05/2014

__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) 25% of the option grant is exercisable on 1/12/2008, and 1/48 of the option grant is exercisable each month thereafter.
- (2) 25% of the option grant is exercisable on 1/11/2009, and 1/48 of the option grant is exercisable each month thereafter.
- (3) 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter.
- (4) 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.
- (5) 25% of the option grant is exercisable on 2/3/2012, 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 5/16/2014, and 1/48 of the option grant is exercisable each month thereafter.
- (9) Shares represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock. 25% of the units will cliff vest on each anniversary of 6/3/2014, the vesting start date, so that all of the units will have vested on 6/3/2018.
- (10) 25% of the options will be exercisable on 6/03/2015, and 1/48 of the option grant is exercisable each month thereafter.

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.