

Clegg Michael
Form 4
January 12, 2012

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 *
Clegg Michael

(Last) (First) (Middle)

C/O NETGEAR, INC., 350 EAST PLUMERIA DRIVE

(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)
01/10/2012

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 and GM, SPBU

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/10/2012 | | M ⁽⁷⁾ | | 1,563 A \$ 11.41 | 12,965 | D |
| Common Stock | 01/10/2012 | | M ⁽⁷⁾ | | 833 A \$ 20.8 | 13,798 | D |
| Common Stock | 01/10/2012 | | M ⁽⁷⁾ | | 1,562 A \$ 21.1 | 15,360 | D |
| Common Stock | 01/10/2012 | | M ⁽⁷⁾ | | 1,563 A \$ 28.79 | 16,923 | D |
| Common Stock | 01/10/2012 | | S ⁽⁷⁾ | | 5,521 D \$ 39.06 | 11,402 | D |

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Common Stock 01/11/2012 F 376 D \$ 37.92 11,026 D

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 28.79 | 01/10/2012 | | M ⁽⁷⁾ | 1,563 | <u>(1)</u> 01/11/2018 | Common Stock | 1,563 |
| Employee Stock Option (Right to Buy) | \$ 11.41 | 01/10/2012 | | M ⁽⁷⁾ | 1,563 | <u>(2)</u> 01/16/2019 | Common Stock | 1,563 |
| Employee Stock Option (Right to Buy) | \$ 21.1 | 01/10/2012 | | M ⁽⁷⁾ | 1,562 | <u>(3)</u> 02/02/2020 | Common Stock | 1,562 |
| Employee Stock Option (Right to Buy) | \$ 20.8 | 01/10/2012 | | M ⁽⁷⁾ | 833 | <u>(4)</u> 06/13/2020 | Common Stock | 833 |
| Employee Stock Option (Right to Buy) | \$ 35.32 | | | | | <u>(5)</u> 02/03/2021 | Common Stock | 20,000 |

Buy)

Employee

Stock

Option \$ 33.15

(6)

04/26/2021

Common
Stock

3,400

(Right to

Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Clegg Michael C/O NETGEAR, INC. 350 EAST PLUMERIA DRIVE SAN JOSE, CA 95134 | | | SVP and GM, SPBU | |

Signatures

/s/ Andrew W. Kim, Attorney
in Fact

01/12/2012

__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) 312.5 options are exercisable on the 11th day of each month, such that all options are exercisable by 1/11/2012.
 - (2) 312.5 options are exercisable on the 16th day of each month, such that all options are exercisable by 1/16/2013.
 - (3) 312.5 options are exercisable on the 2nd day of each month, such that all options are exercisable by 2/2/2014.
 - (4) 25% of the options will be exercisable on 6/13/2011, and 1/48 of the options is exercisable each month thereafter.
 - (5) 25% of the options will be exercisable on 2/3/2012, and 1/48 of the options is exercisable each month thereafter.
 - (6) 25% of the options will be exercisable on 4/26/2012, and 1/48 of the options is exercisable each month thereafter.
 - (7) 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 May 10, 2011.
- The price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$39.00 to \$39.26
- (8) 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.

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.