

NETGEAR, INC
Form 4
February 02, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Last) (First) (Middle)

WERDANN MICHAEL A

(Street)

350 E. PLUMERIA DR. 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)
01/29/2016

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 of Worldwide Sales

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 01/29/2016 | | A | (A) or (D) | 5,000 (1) \$ 0 35,590 | 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)

Edgar Filing: NETGEAR, INC - Form 4

| 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) | \$ 32.52 | | | | | 06/03/2014 ⁽²⁾ 06/03/2024 | Common Stock | 18,000 |
| Employee Stock Option (Right to Buy) | \$ 38.01 | | | | | 05/24/2011 ⁽³⁾ 05/24/2021 | Common Stock | 10,000 |
| Employee Stock Option (Right to Buy) | \$ 35.32 | | | | | 02/03/2011 ⁽⁴⁾ 02/03/2021 | Common Stock | 9,376 |
| Employee Stock Option (Right to Buy) | \$ 32.54 | | | | | 05/06/2013 ⁽⁵⁾ 05/06/2023 | Common Stock | 11,250 |
| Employee Stock Option (Right to Buy) | \$ 33.15 | | | | | 04/26/2011 ⁽⁶⁾ 04/26/2021 | Common Stock | 300 |
| Employee Stock Option (Right to Buy) | \$ 31.31 | | | | | 06/06/2012 ⁽⁷⁾ 06/06/2022 | Common Stock | 5,938 |
| Employee Stock Option (Right to Buy) | \$ 31.28 | | | | | 06/02/2015 ⁽⁸⁾ 06/02/2025 | Common Stock | 18,000 |

Buy)

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

02/02/2016

__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).
- 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 the Vesting Start Date, January 31, 2016, subject to the recipient continuing to be a Service Provider on such dates.
- (1) common stock. 25% of the units will cliff vest on each anniversary of the Vesting Start Date, January 31, 2016, subject to the recipient continuing to be a Service Provider on such dates.
 - (2) 25% of the option grant is exercisable on 6/3/2015, and 1/48 of the option grant is exercisable each month thereafter.
 - (3) 25% of the option grant is exercisable on 5/24/2012, and 1/48 of the option grant is exercisable each month thereafter.
 - (4) 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter.
 - (5) 25% of the option grant is exercisable on 5/6/2014, 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 6/2/2016, 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.