

NETGEAR, INC
Form 4
July 27, 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

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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 *
Collins Patrick J III

(Last) (First) (Middle)
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)
07/26/2016

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)
SVP, Arlo Smart Home Devices

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/26/2016 | | M ⁽¹⁾ | | 438 | A | \$ 33.83 |
| Common Stock | 07/26/2016 | | M ⁽¹⁾ | | 730 | A | \$ 33.83 |
| Common Stock | 07/26/2016 | | M ⁽¹⁾ | | 350 | A | \$ 27.55 |
| Common Stock | 07/26/2016 | | M ⁽¹⁾ | | 3,000 | A | \$ 33.78 |
| Common Stock | 07/26/2016 | | M ⁽¹⁾ | | 4,875 | A | \$ 31.28 |

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| | | | | | | | |
|--------------|------------|-------------------------|-------|---|---------------------------|--------|---|
| Common Stock | 07/26/2016 | <u>S</u> ⁽¹⁾ | 9,393 | D | \$ <u>(2)</u> 48.91 | 20,315 | D |
| Common Stock | 07/26/2016 | <u>S</u> ⁽¹⁾ | 1,668 | D | \$ <u>(2)</u> 48.91 | 18,647 | 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)

| 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 (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) | \$ 27.55 | 07/26/2016 | | <u>M</u> ⁽¹⁾ | 350 | 04/18/2013 04/18/2023 | Common Stock | 350 | |
| Employee Stock Option (Right to Buy) | \$ 31.28 | 07/26/2016 | | <u>M</u> ⁽¹⁾ | 4,875 | 06/02/2015 06/02/2025 | Common Stock | 4,875 | |
| Employee Stock Option (Right to Buy) | \$ 33.83 | 07/26/2016 | | <u>M</u> ⁽¹⁾ | 1,168 | 04/19/2012 04/19/2022 | Common Stock | 1,168 | |
| Employee Stock Option (Right to Buy) | \$ 33.78 | 07/26/2016 | | <u>M</u> ⁽¹⁾ | 3,000 | 06/06/2014 06/06/2024 | Common Stock | 3,000 | |

| | | | | | |
|--|----------|-----|------------|-----------------|--------|
| Employee Stock Option (Right to Buy) | \$ 39.53 | (3) | 03/24/2026 | Common Stock | 20,000 |
|--|----------|-----|------------|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Collins Patrick J III 350 E. PLUMERIA DR. SAN JOSE, CA 95134 | | | SVP, Arlo Smart Home Devices | |

Signatures

| | |
|--|---------------------|
| /s/ Andrew W. Kim, Attorney in Fact | 07/27/2016 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) 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 May 27, 2016.
The price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold. Upon request from the
- (2) Commission staff, the Issuer, or a security holders of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
This Option shall be exercisable, in whole or in part, in accordance with the following schedule: 25% of the Shares subject to the Option
- (3) shall vest twelve months after the Vesting Start Date, and 1/48 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.

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.