

NETGEAR, INC
Form 4
May 02, 2008

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 *
LACY LINWOOD A JR

(Last) (First) (Middle)

C/O NETGEAR, INC., 4500
GREAT AMERICA PARKWAY

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETGEAR, INC [NTGR]

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2008

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)

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 | 04/30/2008 | | P | | 184 | A | \$ 16.15 |
| Common Stock | 05/01/2008 | | P | | 27,516 | A | \$ 16.6185 |
| | | | | | <u>(6)</u> | | <u>(6)</u> |

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

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SEC 1474
(9-02)

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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. F | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Director Stock Option (right to buy) | \$ 18.97 | | | | | <u>(1)</u> | 05/18/2015 | Common Stock | 15,000 |
| Director Stock Option (right to buy) | \$ 6 | | | | | <u>(2)</u> | 09/11/2012 | Common Stock | 61,250 |
| Director Stock Option (right to buy) | \$ 12.75 | | | | | 05/18/2005 | 06/16/2014 | Common Stock | 15,000 |
| Restricted Stock Units | <u>(3)</u> | | | | | <u>(5)</u> | <u>(4)</u> | Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LACY LINWOOD A JR C/O NETGEAR, INC. 4500 GREAT AMERICA PARKWAY SANTA CLARA, CA 95054 | | X | | |

Signatures

/s/ Linwood A.
Lacy, Jr.

05/01/2008

**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 on 05/18/2005, the grant date. Shares underlying the option are restricted from transfer, with the restriction lapsing on the date of the Issuer's 2006 Annual Meeting of Stockholders, which was held on May 23, 2006.
 - (2) This stock option was granted under the NETGEAR, Inc. 2000 Option Plan on September 11, 2002. Such option becomes exercisable at a rate of 1/4th of the option on September 11, 2003 and 1/48th of the shares on each one-month anniversary thereafter.
 - (3) Converts to common stock on a one-for-one basis.
 - (4) Not applicable.
 - (5) Stock units will be paid in an equal number of shares of the Issuer's common stock upon vesting of the units, which will occur on the date of the Issuer's 2008 Annual Meeting of Stockholders.

Sale price reflected here is an average of sales prices ranging from \$16.49 to \$16.75 per share, consisting of the following: 100 shares at \$16.49, 2,816 shares at \$16.50, 1,400 shares at \$16.51, 920 shares at \$16.52, 200 shares at \$16.53, 80 shares at \$16.54, 400 shares at \$16.55, 500 shares at \$16.58, 2,000 shares at \$16.59, 5,200 shares at \$16.60, 2,500 shares at \$16.61, 600 shares at \$16.62, 500 shares at \$16.66, 1,400 shares at \$16.67, 2,613 shares at \$16.68, 2,087 shares at \$16.69, 1,600 shares at \$16.71, 1,800 shares at \$16.72, 200 shares at 16.73 and 600 shares at \$16.75.

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.