NETGEAR, INC Form 4 August 01, 2016

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

January 31, Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2005 Estimated average burden hours per response... 0.5

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

Name and Address of Reporting Person * Gorjanc Christine Marie	2. Issuer Name and Ticker or Trading Symbol NETGEAR, INC [NTGR]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)			
C/O NETGEAR, INC., 350 E. PLUMERIA DR.	(Month/Day/Year) 07/28/2016	Director 10% Owne _X Officer (give title Other (spectibelow) below) Chief Financial Officer			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)_X_ Form filed by One Reporting Person			
SAN JOSE, CA 95134		Form filed by More than One Reporting Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owne			

(City)	(State)	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)	Code (Instr. 8)	4. Securities Acquired ction(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			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)
Common Stock	07/28/2016		Code V M(1)	Amount 6,365	(D)	Price \$ 28.79	81,769	D	
Common Stock	07/28/2016		S(1)	6,365	D	\$ 51.24 (2)	75,404	D	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transacti Code (Instr. 8)	5. Number opposed 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						(3)	01/12/2017	Common Stock	0
Employee Stock Option (Right to Buy)	\$ 28.79	07/28/2016		M <u>(1)</u>		6,365	<u>(4)</u>	01/11/2018	Common Stock	6,365
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
Employee Stock Option (Right to Buy)	\$ 32.54						(8)	05/16/2023	Common Stock	30,000
Employee Stock Option	\$ 32.52						<u>(9)</u>	06/03/2024	Common Stock	30,000

(Right to Buy)

Employee

Stock

Common (10)06/02/2025 Option \$ 31.28 30,000 Stock

(Right to Buy)

Employee Stock

Common (10)03/24/2026 Option \$ 39.53

(Right to Buy)

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Gorjanc Christine Marie C/O NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134

Chief Financial Officer

35,000

Stock

Signatures

/s/ Andrew W. Kim, Attorney in Fact

08/01/2016

**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).
- 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 **(1)**
 - The price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold. Upon request from the
- Commission staff, the Issuer, or a security holders of the Issuer, the Reporting Person will provide full information regarding the number **(2)** of shares sold at each separate price.
- **(3)** 25% of the option grant is exercisable on 1/12/2008, and 1/48 of the option grant is exercisable each month thereafter.
- **(4)** 25% of the option grant is exercisable on 1/11/2009, and 1/48 of the option grant is exercisable each month thereafter.
- **(5)** 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter
- 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter. **(6)**
- 25% of the option grant is exercisable on 6/6/2013, and 1/48 of the option grant is exercisable each month thereafter. **(7)**
- 25% of the option grant is exercisable on 5/16/2014, and 1/48 of the option grant is exercisable each month thereafter. **(8)**
- 25% of the options will be exercisable on 6/03/2015, and 1/48 of the option grant is exercisable each month thereafter.
- This Option shall be exercisable, in whole or in part, in accordance with the following schedule: 25% of the Shares subject to the Option 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.

Reporting Owners 3

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