Edgar Filing: NETGEAR, INC - Form 4

NETGEAR, Form 4 December 15 FORN	5, 2016	O STATES					NGE C	OMMISSION	•···- · ··	PPROVAL 3235-0287	
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont <i>See</i> Instru 1(b).	ger 50 16. 50 57 Filed p 55 56 51 51 51 51 51 51 51 51 51 51 51 51 51	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							Expires: Estimated a burden hou response		
(Print or Type I	Responses)										
1. Name and A MERRILL 1	2. Issuer Name and Ticker or Trading Symbol NETGEAR, INC [NTGR]					5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (Middle) NETGEAR, INC., 350 E. PLUMERIA DR.			3. Date of Earliest Transaction (Month/Day/Year) 12/15/2016					(Check all applicable) <u></u> Director <u></u> 10% Owner <u></u> Officer (give title <u></u> Other (specify below) Chief Technology Officer			
				endment, Date Original nth/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 M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution any		3. Transactio Code (Instr. 8)	4. Securi n(A) or D (Instr. 3,	ispose	d of (D)	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	12/15/2016			Code V $M^{(1)}$	Amount 3,000	(D) A	Price \$ 35.32	23,963	D		
Common Stock	12/15/2016			S <u>(1)</u>	3,000	D	\$ 56.92	20,963	D		

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

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 35.32	12/15/2016		M <u>(1)</u>		3,000	<u>(2)</u>	02/03/2021	Common Stock	3,000
Employee Stock Option (Right to Buy)	\$ 31.31						<u>(3)</u>	06/06/2022	Common Stock	6,000
Employee Stock Option (Right to Buy)	\$ 32.54						<u>(4)</u>	05/16/2023	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 32.52						(5)	06/03/2024	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 31.28						<u>(6)</u>	06/02/2025	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 39.53						(6)	03/24/2026	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address			Relationships			
	Director	10% Owner	Officer	Other		
MERRILL MARK G NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134			Chief Technology Officer			
Signatures						
/s/ Andrew W. Kim, Attorney in Fact		12/15/201	16			

**Signature of Reporting Person

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 August 30, 2016.
- (2) 25% of the option grant is exercisable on 2/3/12, and 1/48 of the option grant is exercisable each month thereafter.

Date

- (3) 25% of the option grant is exercisable on 6/6/2013, and 1/48 of the option grant is exercisable each month thereafter.
- (4) 25% of the option grant is exercisable on 5/16/2014, and 1/48 of the option grant is exercisable each month thereafter.
- (5) 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(6) 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.