NETGEAR, INC Form 4 July 03, 2007

FORM 4

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

OMB Number:

Person

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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Form filed by More than One Reporting

OMB APPROVAL

3235-0287

January 31,

Form 5 obligations may continue. See Instruction 1(b).

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **OLSON CHARLES T** Issuer Symbol NETGEAR, INC [NTGR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title NETGEAR, INC., 4500 GREAT 07/02/2007 below) AMERICA PARKWAY SVP, Engineering (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

SANTA CLARA, CA 95054

(City)	(State)	Zip) Table	I - Non-D	erivative S	Secur	ities Acqı	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			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							4,949	D	
Common Stock (9)	07/02/2007		M	4,687	A	\$ 21.86	4,687	D	
Common Stock (9)	07/02/2007		S	4,687	D	\$ 36.11	0	D	

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

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number.

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. Transac Code (Instr. 8	ctio	5. Number proof 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)	
				Code '	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Employee Stock Option (Right to Buy) (9)	\$ 16.53	07/02/2007		M			625	02/09/2005(1)	02/09/2014	Common Stock	625
Employee Stock Option (Right to Buy)	\$ 15.35							03/11/2005(2)	03/11/2015	Common Stock	10,00
Employee Stock Option (Right to Buy) (9)	\$ 22.68	07/02/2007		M			4,062	(3)	05/23/2016	Common Stock	4,062
Restricted Stock Units	<u>(4)</u>							<u>(5)</u>	<u>(6)</u>	Common Stock	3,000
Employee Stock Option (right to buy)	\$ 29.23							<u>(7)</u>	01/12/2017	Common Stock	15,00
Restricted Stock Units	<u>(4)</u>							(8)	<u>(6)</u>	Common Stock	8,500

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

OLSON CHARLES T NETGEAR, INC. 4500 GREAT AMERICA PARKWAY SANTA CLARA, CA 95054

SVP, Engineering

Signatures

/s/ Charles T. 07/02/2007 Olson

**Signature of Date
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) 25% of the option grant is exercisable on 02/09/2005, and 1/48 of the option grant is exercisable each month thereafter.
- 100% of this option grant is exercisable on 3/11/05, the grant date. Shares underlying the option are restricted from transfer, with the
- (2) restriction lapsing with respect to 25% of the shares on each subsequent anniversary of the grant date, so that all underlying shares will be free from transfer restrictions on 3/11/09.
- (3) 25% of the option grant is exercisable on 05/23/2007, and 1/48 of the option grant is exercisable each month thereafter.
- (4) Converts to common stock on a one-for-one basis.
- (5) Stock units will be paid in an equal number of shares of the Issuer's common stock upon vesting of the units. 25% of the units will cliff vest on each anniversary of 5/23/06, the vest start date, so that all of the units will have vested on 5/23/10.
- (6) Not applicable.
- (7) 25% of the option grant is exercisable on 1/12/2008, and 1/48 of the option grant is exercisable each month thereafter.
- (8) Stock units will be paid in an equal number of shares of the Issuer's common stock upon vesting of the units. 25% of the units will cliff vest on each anniversary of 1/12/2007, the vest start date, so that all of the units will have vested on 1/12/2011.
- (9) This transaction was pursuant to a 10b5-1 plan adopted in February 2007.

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.

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