#### **OLSON CHARLES T**

Form 4

January 15, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

0.5

Expires: January 31, 2005

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**OMB APPROVAL** 

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(C:+-)

Common

Stock

(State)

01/12/2008

(7:m)

(Print or Type Responses)

1. Name and Address of Reporting Person * OLSON CHARLES T	2. Issuer Name <b>and</b> Ticker or Trading Symbol NETGEAR, INC [NTGR]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Sheek an approacie)			
	(Month/Day/Year)	Director 10% Owner			
NETGEAR, INC., 4500 GREAT	01/11/2008	_X_ Officer (give title Other (specify 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		Form filed by More than One Reporting Person			

(City)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					ly Owned			
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if		4. Securities Acquired tion(A) or Disposed of		5. Amount of Securities	6. Ownership Form: Direct	Indirect	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(D) (Instr. 3,	4 and	5)	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock							4,069	D	
Common Stock	01/12/2008		M	2,125	A	\$ 0	2,125	D	

2,125 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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	orDeriva Securi Acquii	ities ired (A) sposed of . 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securition (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy)	\$ 16.53						02/09/2005(1)	02/09/2014	Common Stock	500
Employee Stock Option (Right to Buy)	\$ 15.35						03/11/2005(2)	03/11/2015	Common Stock	10,0
Employee Stock Option (Right to Buy)	\$ 22.68						(3)	05/23/2016	Common Stock	9,06
Restricted Stock Units	<u>(4)</u>						<u>(5)</u>	<u>(6)</u>	Common Stock	3,00
Employee Stock Option (right to buy)	\$ 29.23						<u>(7)</u>	01/12/2017	Common Stock	15,0
Restricted Stock Units	<u>(4)</u>	01/12/2008		M		2,125	<u>(8)</u>	<u>(6)</u>	Common Stock	2,12
Employee Stock Option (right to buy)	\$ 28.79	01/11/2008		A		16,000	<u>(9)</u>	01/11/2018	Common Stock	16,0
	<u>(4)</u>	01/11/2008		A		8,500	(10)	<u>(6)</u>		8,50

Restricted Common Stock
Units Stock

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

SVP, Engineering

## **Signatures**

/s/ Charles T. 01/15/2008 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 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) 25% of the option grant is exercisable on 1/11/2009, and 1/48 of the option grant is exercisable each month thereafter.
- (10) 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 1/11/2008, the vest start date, so that all of the units will have vested on 1/11/2012.

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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