

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2012-04-30** | Period of Report: **2012-04-26**
SEC Accession No. [0001181431-12-026442](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

Clegg Michael

CIK: **1519943**

Type: **4** | Act: **34** | File No.: **000-50350** | Film No.: **12797139**

Mailing Address

*350 EAST PLUMERIA DRIVE
SAN JOSE CA 95134*

ISSUER

NETGEAR, INC

CIK: **1122904** | IRS No.: **770419172** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3661** Telephone & telegraph apparatus

Mailing Address

*350 EAST PLUMERIA DRIVE
SAN JOSE CA 95134*

Business Address

*350 EAST PLUMERIA DRIVE
SAN JOSE CA 95134
4089078000*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person Clegg Michael			2. Issuer Name and Ticker or Trading Symbol NETGEAR, INC [NTGR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP and GM, SPBU		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/26/2012					
C/O NETGEAR, INC., 350 EAST PLUMERIA DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) SAN JOSE, CA 95134								
(City)	(State)	(Zip)						

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	04/26/2012		M	(Z)	167	A	\$20.8	10,826	D	
Common Stock	04/26/2012		M	(Z)	313	A	\$11.41	11,139	D	
Common Stock	04/26/2012		M	(Z)	312	A	\$21.1	11,451	D	
Common Stock	04/26/2012		S	(Z)	792	D	\$39	10,659	D	
Common Stock	04/26/2012		F		624	D	\$38.49	10,035	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Employee Stock Option (Right to Buy)	\$28.79						(1)	01/11/2018	Common Stock	312		312	D	
Employee Stock Option (Right to Buy)	\$11.41	04/26/2012		M ^(Z)			313	(2)	01/16/2019	Common Stock	313	\$ 0	3,125	D
Employee Stock Option (Right to Buy)	\$21.1	04/26/2012		M ^(Z)			312	(3)	02/02/2020	Common Stock	312	\$ 0	7,189	D
Employee Stock Option (Right to Buy)	\$20.8	04/26/2012		M ^(Z)			167	(4)	06/13/2020	Common Stock	167	\$ 0	4,500	D
Employee Stock Option (Right to Buy)	\$35.32							(5)	02/03/2021	Common Stock	20,000		20,000	D
Employee Stock Option (Right to Buy)	\$33.15							(6)	04/26/2021	Common Stock	3,400		3,400	D

Explanation of Responses:

- 312.5 options are exercisable on the 11th day of each month, such that all options are exercisable by 1/11/2012.
- 312.5 options are exercisable on the 16th day of each month, such that all options are exercisable by 1/16/2013.
- 312.5 options are exercisable on the 2nd day of each month, such that all options are exercisable by 2/2/2014.
- 25% of the options will be exercisable on 6/13/2011, and 1/48 of the options is exercisable each month thereafter.
- 25% of the options will be exercisable on 2/3/2012, and 1/48 of the options is exercisable each month thereafter.
- 25% of the options will be exercisable on 4/26/2012, and 1/48 of the options is exercisable each month thereafter.
- The exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 10, 2011.

Signatures

/s/ Andrew W. Kim, Attorney in Fact

** Signature of Reporting Person

04/30/2012

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.