

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2012-04-30** | Period of Report: **2012-04-26**
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REPORTING OWNER

Gorjanc Christine Marie

CIK: **1345082**

Type: **4/A** | Act: **34** | File No.: **000-50350** | Film No.: **12797555**

Mailing Address

4500 GREAT AMERICA

PARKWAY

SANTA CLARA CA 95054

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

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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 Gojanc Christine Marie			2. Issuer Name and Ticker or Trading Symbol NETGEAR, INC [NTGR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> Officer (give title below) Chief Financial Officer ____ 10% Owner ____ Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/26/2012					
C/O NETGEAR, INC., 350 E. PLUMERIA DR.			4. If Amendment, Date Original Filed(Month/Day/Year) 04/30/2012			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ 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		F		1,401 ⁽¹¹⁾	D \$38.49	36,529	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)	\$29.23							(3)	01/12/2017	Common Stock	15,000	15,000	D	
Employee Stock	\$28.79							(4)	01/11/2018	Common Stock	25,000	25,000	D	

Option (Right to Buy)															
Employee Stock Option (Right to Buy)	\$11.41					(5)	01/16/2019	Common Stock	5,730		5,730		D		
Restricted Stock Units	(1)					(6)	(2)	Common Stock	3,750		3,750		D		
Employee Stock Option (Right to Buy)	\$21.1					(7)	02/02/2020	Common Stock	13,438		13,438		D		
Employee Stock Option (Right to Buy)	\$20.8					(8)	06/13/2020	Common Stock	20,000		20,000		D		
Employee Stock Option (Right to Buy)	\$35.32					(9)	02/03/2021	Common Stock	25,000		25,000		D		
Employee Stock Option (Right to Buy)	\$33.15					(10)	04/26/2021	Common Stock	6,000		6,000		D		

Explanation of Responses:

1. Converts to common stock on a one for one basis.
2. Not applicable.
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 1/16/2010, and 1/48 of the option grant is exercisable each month thereafter.
6. 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 1/16/2009, the vesting start date, so that all of the units will have vested on 1/16/2013.
7. 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter.
8. 25% of the shares subject to the option shall vest on 6/13/2011, and 1/48th 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.
9. 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter
10. 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.
11. Only one transaction involving a total of 1,401 shares was completed on April 26, 2012, by Ms. Gorjanic. A duplicate Form 4 was filed in error, please disregard this second Form 4.

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.