

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2012-12-17**  
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### REPORTING OWNER

**LO PATRICK CS**

CIK: **1257008**

Type: **4** | Act: **34** | File No.: **000-50350** | Film No.: **13525006**

### 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 <b>LO PATRICK CS</b>			2. Issuer Name and Ticker or Trading Symbol <b>NETGEAR, INC [NTGR]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/17/2012</b>					
NETGEAR, INC., 350 E. PLUMERIA DR.			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	12/17/2012		G	V	84,962	A	\$ 0	131,778	I	See footnote <sup>(2)</sup>
Common Stock	12/17/2012		G	V	84,962	D	\$ 0	114,802	I	See footnote <sup>(1)</sup>
Common Stock	12/21/2012		G	V	6,088	A	\$ 0	120,890	I	See footnote <sup>(1)</sup>
Common Stock	12/21/2012		G	V	6,088	D	\$ 0	31,115	I	See footnote <sup>(10)</sup>
Common Stock								49,331	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)	\$22.68						(3)	05/23/2016	Common Stock	100,000		100,000	D
Employee Stock Option (Right to Buy)	\$29.23						(6)	01/12/2017	Common Stock	100,000		100,000	D
Employee Stock Option (Right to Buy)	\$28.79						(7)	01/11/2018	Common Stock	100,000		100,000	D
Employee Stock Option (Right to Buy)	\$11.41						(8)	01/16/2019	Common Stock	90,000		90,000	D
Restricted Stock Units	(4)						(9)	(5)	Common Stock	5,000		5,000	D
Employee Stock Option (Right to Buy)	\$21.1						(11)	02/02/2020	Common Stock	100,000		100,000	D
Employee Stock Option (Right to Buy)	\$20.8						(12)	06/13/2020	Common Stock	40,000		40,000	D
Employee Stock Option (Right to Buy)	\$35.32						(13)	02/03/2021	Common Stock	100,000		100,000	D
Employee Stock Option (Right to Buy)	\$33.15						(14)	04/26/2021	Common Stock	40,000		40,000	D
Employee Stock Option (Right to Buy)	\$31.31						(15)	06/06/2022	Common Stock	100,000		100,000	D

**Explanation of Responses:**

1. The shares are held by the Patrick and Emily Lo Revocable Trust dated 4-7-99.
2. The shares are held by the education trusts of Mr. Lo's children. Mr. Lo is a co-trustee of each such trust.
3. 25% of the option grant is exercisable on 5/23/2007, and 1/48 of the option grant is exercisable each month thereafter.
4. Converts to common stock on a one for one basis.
5. Not applicable.
6. 25% of the option grant is exercisable on 1/12/2008, and 1/48 of the option grant is exercisable each month thereafter.
7. 25% of the option grant is exercisable on 1/11/2009, and 1/48 of the option grant is exercisable each month thereafter.
8. 25% of the option grant is exercisable on 1/16/2010, and 1/48 of the option grant is exercisable each month thereafter.

9. 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.
10. The shares are held by the Patrick C.S. Lo 2009 Grantor Retained Annuity Trust.
11. 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter.
12. 25% of the shares subject to the option shall vest twelve months 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.
13. 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter.
14. 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.
15. 25% of the option grant is exercisable on 6/6/2013, and 1/48 of the option grant is exercisable each month thereafter.

### Signatures

/s/ Andrew W. Kim, Attorney in Fact

\*\* Signature of Reporting Person

01/11/2013

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.

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