

NETGEAR, INC  
Form 4  
June 05, 2014

**FORM 4**

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

OMB APPROVAL

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

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

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 \*  
Clegg Michael

(Last) (First) (Middle)  
C/O NETGEAR, INC., 350 EAST PLUMERIA DRIVE  
(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NETGEAR, INC [NTGR]

3. Date of Earliest Transaction (Month/Day/Year)  
06/03/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP and GM, SPBU

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    | 06/03/2014                           |  | A                              | 7,000<br>(9)  | \$ 0 20,465   | D  |                                   |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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 Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 28.79   |                                      |  |                                |   | <u>(1)</u>   | 01/11/2018  | Common Stock | 312                        |
| Employee Stock Option (Right to Buy)       | \$ 11.41   |                                      |  |                                |   | <u>(2)</u>   | 01/16/2019  | Common Stock | 3,125                      |
| Employee Stock Option (Right to Buy)       | \$ 21.1  |                                      |  |                                |   | <u>(3)</u>   | 02/02/2020  | Common Stock | 7,189                      |
| Employee Stock Option (Right to Buy)       | \$ 20.8  |                                      |  |                                |   | <u>(4)</u>   | 06/13/2020  | Common Stock | 4,500                      |
| Employee Stock Option (Right to Buy)       | \$ 35.32   |                                      |  |                                |   | <u>(5)</u>   | 02/03/2021  | Common Stock | 20,000                     |
| Employee Stock Option (Right to Buy)       | \$ 33.15   |                                      |  |                                |   | <u>(6)</u>   | 04/26/2021  | Common Stock | 3,400                      |
| Employee Stock Option (Right to Buy)       | \$ 31.31   |                                      |  |                                |   | <u>(7)</u>   | 06/06/2022  | Common Stock | 20,000                     |
|  | \$ 32.54   |                                      |  |                                |   | <u>(8)</u>   | 05/16/2023  |              | 25,000                     |

|  |          |            |   |        |             |            |  |                 |        |
|--|----------|------------|---|--------|-------------|------------|--|-----------------|--------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) |          |            |   |        |             |            |  | Common<br>Stock |        |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 32.52 | 06/03/2014 | A | 25,000 | <u>(10)</u> | 06/03/2024 |  | Common<br>Stock | 25,000 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| Clegg Michael<br>C/O NETGEAR, INC.<br>350 EAST PLUMERIA DRIVE<br>SAN JOSE, CA 95134 |               |           | SVP and GM, SPBU |       |

## Signatures

/s/ Andrew W. Kim, Attorney  
in Fact

06/05/2014

\*\*Signature of Reporting Person                      Date

## 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) 312.5 options are exercisable on the 11th day of each month, such that all options are exercisable by 1/11/2012.
- (2) 312.5 options are exercisable on the 16th day of each month, such that all options are exercisable by 1/16/2013.
- (3) 312.5 options are exercisable on the 2nd day of each month, such that all options are exercisable by 2/2/2014.
- (4) 25% of the options will be exercisable on 6/13/2011, and 1/48 of the options is exercisable each month thereafter.
- (5) 25% of the options will be exercisable on 2/3/2012, and 1/48 of the options is exercisable each month thereafter.
- (6) 25% of the options will be exercisable on 4/26/2012, and 1/48 of the options is exercisable each month thereafter.
- (7) 25% of the options will be exercisable on 6/6/2013, and 1/48 of the options is exercisable each month thereafter.
- (8) 25% of the options will be exercisable on 5/16/2014, and 1/48 of the option grant is exercisable each month thereafter.
- (9) Shares represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock. 25% of the units will cliff vest on each anniversary of 6/3/2014, the vesting start date, so that all of the units will have vested on 6/3/2018.
- (10) 25% of the options will be exercisable on 6/03/2015, and 1/48 of the option grant is exercisable each month thereafter.

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.