

NETGEAR, INC  
Form 4  
June 08, 2016

**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 \*  
WERDANN MICHAEL A

(Last) (First) (Middle)

WERDANN MICHAEL A

(Street)

350 E. PLUMERIA DR. 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)  
06/07/2016

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 of Worldwide Sales

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/07/2016		M <sup>(1)</sup>		625	A	\$ 31.31
Common Stock	06/07/2016		M <sup>(1)</sup>		750	A	\$ 32.54
Common Stock	06/07/2016		M <sup>(1)</sup>		750	A	\$ 32.52
Common Stock	06/07/2016		S <sup>(1)</sup>		2,125	D	\$ 45.53
Common Stock	06/07/2016		S <sup>(1)</sup>		2,565	D	\$ 45.54

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

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(9-02)

**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 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)	\$ 32.52	06/07/2016		M <sup>(1)</sup>	750	06/03/2014 <sup>(2)</sup> 06/03/2024	Common Stock 750
Employee Stock Option (Right to Buy)	\$ 38.01					05/24/2011 <sup>(3)</sup> 05/24/2021	Common Stock 0
Employee Stock Option (Right to Buy)	\$ 35.32					02/03/2011 <sup>(4)</sup> 02/03/2021	Common Stock 0
Employee Stock Option (Right to Buy)	\$ 32.54	06/07/2016		M <sup>(1)</sup>	750	05/06/2013 <sup>(5)</sup> 05/06/2023	Common Stock 750
Employee Stock Option (Right to Buy)	\$ 33.15					04/26/2011 <sup>(6)</sup> 04/26/2021	Common Stock 0
Employee Stock	\$ 31.31	06/07/2016		M <sup>(1)</sup>	625	06/06/2012 <sup>(7)</sup> 06/06/2022	Common Stock 625

Option  
(Right to  
Buy)

Employee  
Stock

Option \$ 31.28  
(Right to  
Buy)

06/02/2015<sup>(8)</sup> 06/02/2025

Common  
Stock 18,000

Employee  
Stock

Option \$ 39.53  
(Right to  
Buy)

03/24/2016<sup>(9)</sup> 03/24/2026

Common  
Stock 18,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

WERDANN MICHAEL A  
WERDANN MICHAEL A  
350 E. PLUMERIA DR. SAN JOSE, CA 95134

SVP of Worldwide Sales

## Signatures

/s/ Andrew W. Kim, Attorney  
in Fact

06/08/2016

\_\_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) The exercise and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 8, 2016.
- (2) 25% of the option grant is exercisable on 6/3/2015, and 1/48 of the option grant is exercisable each month thereafter.
- (3) 25% of the option grant is exercisable on 5/24/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (4) 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (5) 25% of the option grant is exercisable on 5/6/2014, and 1/48 of the option grant is exercisable each month thereafter.
- (6) 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (7) 25% of the option grant is exercisable on 6/6/2013, and 1/48 of the option grant is exercisable each month thereafter.
- (8) 25% of the option grant is exercisable on 6/2/2016, and 1/48 of the option grant is exercisable each month thereafter.

This Option shall be exercisable, in whole or in part, in accordance with the following schedule: 25% of the Shares subject to the Option  
(9) shall vest twelve months after the Vesting Start Date, and 1/48 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.

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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