

NETGEAR, INC
Form 4
May 03, 2016

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LO PATRICK CS

(Last) (First) (Middle)

NETGEAR, INC., 350 E.
PLUMERIA DR.

(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)
05/02/2016

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)

Chairman and CEO

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 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)
Common Stock					128,750	I	See footnote (1)
Common Stock					147,668	I	See footnote (2)
Common Stock	05/02/2016		M ⁽³⁾	5,600 A	\$ 22.68 163,490	D	
Common Stock	05/02/2016		S ⁽³⁾	5,600 D	\$ 41.68 157,890	D	
	05/02/2016		M ⁽⁴⁾	8,300 A	166,190	D	

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Common Stock					\$ 29.23		
Common Stock	05/02/2016	S ⁽⁴⁾	8,300	D	\$ 41.72	157,890	D

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)	\$ 22.68	05/02/2016		M ⁽³⁾		5,600		⁽⁵⁾	05/23/2016	Common Stock	5,600
Employee Stock Option (Right to Buy)	\$ 29.23	05/02/2016		M ⁽⁴⁾		8,300		⁽⁶⁾	01/12/2017	Common Stock	8,300
Employee Stock Option (Right to Buy)	\$ 28.79							⁽⁷⁾	01/11/2018	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 11.41							⁽⁸⁾	01/16/2019	Common Stock	90,000
Employee Stock Option	\$ 21.1							⁽⁹⁾	02/02/2020	Common Stock	100,000

(Right to Buy)						
Employee Stock Option (Right to Buy)	\$ 20.8	<u>(10)</u>	06/13/2020	Common Stock	40,000	
Employee Stock Option (Right to Buy)	\$ 35.32	<u>(11)</u>	02/03/2021	Common Stock	100,000	
Employee Stock Option (Right to Buy)	\$ 33.15	<u>(12)</u>	04/26/2021	Common Stock	40,000	
Employee Stock Option (Right to Buy)	\$ 31.31	<u>(13)</u>	06/06/2022	Common Stock	100,000	
Employee Stock Option (Right to Buy)	\$ 32.54	<u>(14)</u>	05/16/2023	Common Stock	108,510	
Employee Stock Option (Right to Buy)	\$ 32.52	<u>(15)</u>	06/03/2024	Common Stock	100,000	
Employee Stock Option (Right to Buy)	\$ 31.28	<u>(16)</u>	06/02/2025	Common Stock	100,000	
Employee Stock Option (Right to Buy)	\$ 39.53	<u>(16)</u>	03/24/2026	Common Stock	115,000	

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

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Director 10% Owner Officer Other

LO PATRICK CS
NETGEAR, INC.
350 E. PLUMERIA DR.
SAN JOSE, CA 95134

X

Chairman and CEO

Signatures

/s/ Andrew W. Kim, Attorney
in Fact

05/04/2016

__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 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) 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 January 2, 2015.
- (4) 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 January 4, 2016.
- (5) 25% of the option grant is exercisable on 5/23/2007, and 1/48 of the option grant is exercisable each month thereafter.
- (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) 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter.
- (10) 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.
- (11) 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (12) 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.
- (13) 25% of the option grant is exercisable on 6/6/2013, and 1/48 of the option grant is exercisable each month thereafter.
- (14) 25% of the option grant is exercisable on 5/16/2014, and 1/48 of the option grant is exercisable each month thereafter.
- (15) 25% of the options will be exercisable on 6/03/2015, 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 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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