Edgar Filing: NETGEAR, INC - Form 4

NETCEAD INC

Form 4 May 24, 2016													
FORM	1	STATE	S SECUR	ITIES	AI	ND EXC	CHAN	NGE (COMMISSION		PPROVAL		
		~				D.C. 205				Number:	3235-0287		
Check this if no long subject to Section 10 Form 4 or	er STATEN 6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								burden hou	Expires: January 31 2005 Estimated average burden hours per response 0.5		
Form 5 obligations may continue. See Instruction 1(b). 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 R	esponses)												
Kim Andrew Wonki Symbol			Symbol	er Name and Ticker or Trading EAR, INC [NTGR]				g	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)	3. Date of						(Cheo	ck all applicable	e)		
. ,	EAR, INC., 350	,	(Month/D 05/23/20	ay/Year		insaction			Director X_Officer (give below) SVP, Le		6 Owner er (specify Dev.		
			ndment, Date Original th/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person					
SAN JOSE,	CA 95134								Form filed by M Person	More than One Ro	eporting		
(City)	(State)	(Zip)	Table	e I - Nor	n-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Executi any	emed on Date, if /Day/Year)	Code (Instr.	8)	4. Securit nAcquired Disposed (Instr. 3, Amount	l (A) o l of (D)	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	05/23/2016			S <u>(1)</u>	•	1,092	D		24,000	D			

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

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 control number.

 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. Transactio Code (Instr. 8)	5. of 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)	\$ 21.1					(2)	02/02/2020	Common Stock	0
Employee Stock Option (Right to Buy)	\$ 20.8					<u>(3)</u>	06/13/2020	Common Stock	0
Employee Stock Option (Right to Buy)	\$ 18.59					(4)	06/03/2018	Common Stock	0
Employee Stock Option (Right to Buy)	\$ 35.32					<u>(5)</u>	02/03/2021	Common Stock	0
Employee Stock Option (Right to Buy)	\$ 33.15					<u>(6)</u>	04/26/2021	Common Stock	0
Employee Stock Option (Right to Buy)	\$ 31.31					(7)	06/06/2022	Common Stock	1,875
Employee Stock Option (Right to	\$ 32.54					(8)	05/16/2023	Common Stock	8,855

8. Pr Deriv Secu (Inst

Buy)					
Employee Stock Option (Right to Buy)	\$ 32.52	<u>(9)</u>	06/03/2024	Common Stock	15,625
Employee Stock Option (Right to Buy)	\$ 31.28	(10)	06/02/2025	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 39.53	(10)	03/24/2026	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Kim Andrew Wonki C/O NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134			SVP, Legal and Corp. Dev.				
Signatures							

/s/ Andrew W. 05/24/2016 Kim **Signature of Date Reporting Person

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).
- 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 (1)October 30, 2015.
- 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter. (2)
- 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 (3) thereafter, subject to the optionee continuing to be a service provider on such dates.
- This option becomes exercisable as to 1/4 of the shares on the first anniversary of the vesting commencement date of March 31, 2008, (4) and 1/48th of the shares become exercisable each month thereafter.
- (5) 25% of the option grant is exercisable on 2/3/2012, 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.
- 25% of the option grant is exerciseable on 6/6/2013, and 1/48 of the option grant is exerciseable each month thereafter. (7)

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- (8) 25% of the option grant is exerciseable on 5/16/2014, and 1/48 of the option grant is exerciseable each month thereafter.
- (9) 25% of the option grant is exercisable on 6/3/2015, and 1/48 of the option grant is exercisable each month thereafter.

(10) 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. 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.