

NETGEAR, INC  
Form 4/A  
June 07, 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

OMB  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FALCON MICHAEL F**

(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)

**06/03/2016**

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

**06/06/2016**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

**SVP, Operations**

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_\_\_X\_\_\_\_ 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)
Common Stock	06/03/2016		F	658 D	\$ 45.51	36,263	D
Common Stock	06/06/2016 <sup>(1)</sup>		M <sup>(2)</sup>	417 A	\$ 31.31	36,680	D
Common Stock	06/06/2016 <sup>(1)</sup>		M <sup>(2)</sup>	6,250 A	\$ 31.28	42,930	D
Common Stock	06/06/2016 <sup>(1)</sup>		S <sup>(2)</sup>	6,667 D	\$ 45.79	36,263	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)

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)	\$ 21.1					<u>(3)</u>	02/02/2020	Common Stock	0
Employee Stock Option (Right to Buy)	\$ 20.8					<u>(4)</u>	06/13/2020	Common Stock	0
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	06/03/2016		<u>M</u> (2)	417	<u>(7)</u>	06/06/2022	Common Stock	417
Employee Stock Option	\$ 32.54					<u>(8)</u>	05/16/2023	Common Stock	18,231

(Right to  
Buy)

Employee  
Stock

Option	\$ 32.52				<u>(9)</u>	06/03/2024	Common Stock	25,000
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(Right to  
Buy)

Employee  
Stock

Option	\$ 31.28	06/03/2016		M <sup>(2)</sup>	6,250	<u>(10)</u>	06/02/2025	Common Stock	6,250
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(Right to  
Buy)

Employee  
Stock

Option	\$ 39.53					<u>(10)</u>	03/24/2026	Common Stock	25,000
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(Right to  
Buy)

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

FALCON MICHAEL F  
NETGEAR, INC.  
350 E. PLUMERIA DR.  
SAN JOSE, CA 95134

SVP, Operations

## Signatures

/s/ Andrew W. Kim, Attorney  
in Fact

06/07/2016

           \*\*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) Fixed date from previous filed Form 4
- (2) 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 26, 2016.
- (3) 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter.
- (4) 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 thereafter, subject to the optionee continuing to be a service provider on such dates.
- (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.
- (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 5/16/2014, and 1/48 of the option grant is exercisable each month thereafter.

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- (9) 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

- (10) 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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