

NETGEAR, INC
Form 3/A
July 25, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Rogers Tamesa | | (Month/Day/Year) | NETGEAR, INC [NTGR] | |
| (Last) | (First) | (Middle) | 07/25/2013 | |
| 350 EAST PLUMERIA DR. | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 07/17/2013 |
| SAN JOSE,Â CAÂ 95134 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Human Resources | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 6,480 <u>(1)</u> <u>(2)</u> <u>(14)</u> | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

Edgar Filing: NETGEAR, INC - Form 3/A

| | | | | Shares | | (I) (Instr. 5) | |
|--------------|--------|------------|--------------|--------|----------|-------------------|---|
| Common Stock | Â (3) | 02/09/2014 | Common Stock | 365 | \$ 16.53 | D | Â |
| Common Stock | Â (4) | 12/13/2015 | Common Stock | 1,500 | \$ 19.55 | D | Â |
| Common Stock | Â (5) | 04/16/2017 | Common Stock | 5,000 | \$ 30.66 | D | Â |
| Common Stock | Â (6) | 01/11/2018 | Common Stock | 5,000 | \$ 28.79 | D | Â |
| Common Stock | Â (7) | 01/16/2019 | Common Stock | 8,204 | \$ 11.41 | D | Â |
| Common Stock | Â (8) | 02/02/2020 | Common Stock | 15,000 | \$ 21.1 | D | Â |
| Common Stock | Â (9) | 06/13/2020 | Common Stock | 8,000 | \$ 20.8 | D | Â |
| Common Stock | Â (10) | 04/26/2021 | Common Stock | 1,600 | \$ 33.15 | D | Â |
| Common Stock | Â (11) | 02/03/2021 | Common Stock | 15,000 | \$ 35.32 | D | Â |
| Common Stock | Â (12) | 06/06/2022 | Common Stock | 15,000 | \$ 31.31 | D | Â |
| Common Stock | Â (13) | 05/16/2023 | Common Stock | 15,000 | \$ 32.54 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rogers Tamesa 350 EAST PLUMERIA DR. SAN JOSE, CA 95134 | Â | Â | Â SVP, Human Resources | Â |

Signatures

/s/ Andrew W. Kim, Attorney
in Fact

07/25/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares are 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 vest on each anniversary of 5/16/2013, the vesting start date, so that all of the units will have vested on 5/16/2017.

Edgar Filing: NETGEAR, INC - Form 3/A

- Shares are 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 vest on each anniversary of 4/26/2011, the vesting start date, so that all of the units will have vested on 4/26/2015.
- (2) 25% of the option grant is exercisable on 2/9/2005, and 1/48 of the option grant is exercisable each month thereafter. 100% of this option grant is exercisable as of December 13, 2005, the vesting start date. Shares underlying the option are restricted from transfer, with the restriction lapsing with respect to 25% of the shares on each subsequent anniversary of the vesting start date, so that all underlying shares will be free from transfer restrictions on December 13, 2009.
 - (3) 25% of the option grant is exercisable on 4/16/2008, and 1/48 of the option grant is exercisable each month thereafter.
 - (4) 25% of the option grant is exercisable on 1/11/2009, and 1/48 of the option grant is exercisable each month thereafter.
 - (5) 25% of the option grant is exercisable on 1/16/2010, and 1/48 of the option grant is exercisable each month thereafter.
 - (6) 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter.
 - (7) 25% of the option grant is exercisable on 6/13/2011, and 1/48 of the option grant is exercisable each month thereafter.
 - (8) 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.
 - (9) 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter.
 - (10) 25% of the option grant is exercisable on 6/6/2013, and 1/48 of the option grant is exercisable each month thereafter.
 - (11) 25% of the option grant is exercisable on 5/16/2014, and 1/48 of the option grant is exercisable each month thereafter.
 - (12) 25% of the option grant is exercisable on 5/16/2014, and 1/48 of the option grant is exercisable each month thereafter.
 - (13) Includes 880 shares acquired under the NETGEAR, Inc. Employee Stock Purchase Plan.

Â

Remarks:

UpdatedÂ PowerÂ ofÂ AttorneyÂ attached

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.