

NETGEAR, INC  
Form 4  
May 02, 2008

**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 \*  
**LACY LINWOOD A JR**

(Last) (First) (Middle)

**C/O NETGEAR, INC., 4500  
GREAT AMERICA PARKWAY**

(Street)

**SANTA CLARA, CA 95054**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**NETGEAR, INC [NTGR]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/30/2008**

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                      |                                                                   |
| Common<br>Stock                       | 04/30/2008                              |                                                             | P                                       |                                                                         | 184                                                                                                                | A \$ 16.15                                                                 | 151,184 D                                                         |
| Common<br>Stock                       | 05/01/2008                              |                                                             | P                                       |                                                                         | 27,516<br>(6)                                                                                                      | A \$<br>16.6185<br>(6)                                                     | 178,700 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)

# Edgar Filing: NETGEAR, INC - Form 4

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. F<br>Der<br>Sec<br>(Ins |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                      | Amount<br>or<br>Number<br>of Shares |
| Director<br>Stock<br>Option<br>(right to<br>buy)    | \$ 18.97                                                              |                                         |                                                             |                                         |                                                                                                                       | (1)                                                            | 05/18/2015                                                          | Common<br>Stock            | 15,000                              |
| Director<br>Stock<br>Option<br>(right to<br>buy)    | \$ 6                                                                  |                                         |                                                             |                                         |                                                                                                                       | (2)                                                            | 09/11/2012                                                          | Common<br>Stock            | 61,250                              |
| Director<br>Stock<br>Option<br>(right to<br>buy)    | \$ 12.75                                                              |                                         |                                                             |                                         |                                                                                                                       | 05/18/2005                                                     | 06/16/2014                                                          | Common<br>Stock            | 15,000                              |
| Restricted<br>Stock<br>Units                        | (3)                                                                   |                                         |                                                             |                                         |                                                                                                                       | (5)                                                            | (4)                                                                 | Common<br>Stock            | 4,000                               |

## Reporting Owners

| Reporting Owner Name / Address                                                                | Relationships |           |         |       |
|-----------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                               | Director      | 10% Owner | Officer | Other |
| LACY LINWOOD A JR<br>C/O NETGEAR, INC.<br>4500 GREAT AMERICA PARKWAY<br>SANTA CLARA, CA 95054 | X             |           |         |       |

05/01/2008

Lacy, Jr.

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) 100% of this option grant is exercisable on 05/18/2005, the grant date. Shares underlying the option are restricted from transfer, with the restriction lapsing on the date of the Issuer's 2006 Annual Meeting of Stockholders, which was held on May 23, 2006.
- (2) This stock option was granted under the NETGEAR, Inc. 2000 Option Plan on September 11, 2002. Such option becomes exercisable at a rate of 1/4th of the option on September 11, 2003 and 1/48th of the shares on each one-month anniversary thereafter.
- (3) Converts to common stock on a one-for-one basis.
- (4) Not applicable.
- (5) Stock units will be paid in an equal number of shares of the Issuer's common stock upon vesting of the units, which will occur on the date of the Issuer's 2008 Annual Meeting of Stockholders.
- Sale price reflected here is an average of sales prices ranging from \$16.49 to \$16.75 per share, consisting of the following: 100 shares at \$16.49, 2,816 shares at \$16.50, 1,400 shares at \$16.51, 920 shares at \$16.52, 200 shares at \$16.53, 80 shares at \$16.54, 400 shares at \$16.55, 500 shares at \$16.58, 2,000 shares at \$16.59, 5,200 shares at \$16.60, 2,500 shares at \$16.61, 600 shares at \$16.62, 500 shares at \$16.66, 1,400 shares at \$16.67, 2,613 shares at \$16.68, 2,087 shares at \$16.69, 1,600 shares at \$16.71, 1,800 shares at \$16.72, 200 shares at \$16.73 and 600 shares at \$16.75.

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