Capone Jeff Form 4 May 20, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

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10% Owner

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person *

Capone Jeff

(Last)

(City)

2. Issuer Name and Ticker or Trading

Symbol

NETGEAR, INC [NTGR]

(First) (Middle) 3. Date of Earliest Transaction

C/O 350 EAST PLUMERIA DRIVE 05/16/2013

(Month/Day/Year)

Director X_ Officer (give title

Other (specify below) Chief Technology Officer

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

Issuer

SAN JOSE, CA 95134

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Month/Day/Year)

(Zip)

4. Securities Acquired Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) 6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Code V Amount (D) Price

(A)

5,000

5,000

(Instr. 3 and 4)

Common 05/16/2013 Α (4) 32.54 Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day/	Date	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 21.1						<u>(1)</u>	02/02/2020	Common Stock	6,875
Employee Stock Option (Right to Buy)	\$ 33.92						(2)	12/09/2020	Common Stock	2,917
Employee Stock Option (Right to Buy)	\$ 33.83						(3)	04/19/2022	Common Stock	4,200
Employee Stock Option (Right to Buy)	\$ 32.54	05/16/2013		A	20,000		<u>(5)</u>	05/16/2023	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other
Capone Jeff C/O 350 EAST PLUMERIA DRIVE SAN JOSE, CA 95134			Chief Technology Officer	
Cianatura				

Signatures

/s/ Andrew W. Kim, Attorney	05/10/2013
in Fact	03/10/2013

**Signature of Reporting Person Date

Reporting Owners 2

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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) 25% of the options will be exercisable on 2/2/2011, and 1/48 of the options is exercisable each month thereafter.
- (2) 25% of the options will be exercisable on 12/9/2011, and 1/48 of the options is exercisable each month thereafter.
- (3) 25% of the options will be exercisable on 4/19/2013, and 1/48 of the options is exercisable each month thereafter.
 - Shares are represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Issuer's
- (4) common stock. 25% of the units will cliff 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.
- (5) 25% of the options will be exercisable on 5/16/2014, and 1/48 of the option grant is exercisable each month thereafter.

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.