

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Rogers Tamesa</p> <p>(Last) (First) (Middle)</p> <p>350 EAST PLUMERIA DR.</p> <p>(Street)</p> <p>SAN JOSE, Â CA Â 95134</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/25/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NETGEAR, INC [NTGR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>SVP, Human Resources</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>07/17/2013</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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)

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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			

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				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.

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- 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.

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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.

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