

FALCON MICHAEL F

Form 4

September 07, 2017

**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 \*  
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)  
09/05/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below) 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<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. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) 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. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                                          |
| Common<br>Stock                       | 09/05/2017                              |                                                             | M <sup>(1)</sup>                     |                                                                         | 521                                                                                                                | A                                                                    | \$<br>32.52                                                                    |
| Common<br>Stock                       | 09/05/2017                              |                                                             | S <sup>(1)</sup>                     |                                                                         | 521                                                                                                                | D                                                                    | \$<br>48.15                                                                    |
| Common<br>Stock                       | 09/05/2017                              |                                                             | M <sup>(1)</sup>                     |                                                                         | 521                                                                                                                | A                                                                    | \$<br>31.28                                                                    |
| Common<br>Stock                       | 09/05/2017                              |                                                             | S <sup>(1)</sup>                     |                                                                         | 521                                                                                                                | D                                                                    | \$<br>48.15                                                                    |

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

**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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. 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. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>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. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D)                                                                 |                                        |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 32.52                                                           | 09/05/2017                              |                                                             | M <sup>(1)</sup>                     |                                                                                                                    | 521                                                            | <sup>(2)</sup> 06/03/2024                                           | Common<br>Stock 521                    |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 31.28                                                           | 09/05/2017                              |                                                             | M <sup>(1)</sup>                     |                                                                                                                    | 521                                                            | <sup>(3)</sup> 06/02/2025                                           | Common<br>Stock 521                    |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 39.53                                                           |                                         |                                                             |                                      |                                                                                                                    |                                                                | <sup>(3)</sup> 03/24/2026                                           | Common<br>Stock 25,000                 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 42.7                                                            |                                         |                                                             |                                      |                                                                                                                    |                                                                | <sup>(4)</sup> 06/01/2027                                           | Common<br>Stock 25,000                 |

## Reporting Owners

| Reporting Owner Name / Address    | Relationships |           |                 |       |
|-----------------------------------|---------------|-----------|-----------------|-------|
|                                   | Director      | 10% Owner | Officer         | Other |
| FALCON MICHAEL F<br>NETGEAR, INC. |               |           | SVP, Operations |       |

350 E. PLUMERIA DR.  
SAN JOSE, CA 95134

## Signatures

/s/ Andrew W. Kim, Attorney  
in Fact

09/07/2017

\_\_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) 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 April 28, 2017
- (2) 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
- (3) 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.  
This Option shall be exercisable, in whole or in part, in accordance with the following schedule: 25% of the Shares subject to the Option
- (4) shall vest twelve months after the Vesting Start Date, June 1, 2017, 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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