

Clegg Michael
 Form 3/A
 May 11, 2011

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

OMB APPROVAL

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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>^ Clegg Michael</p> <p>(Last) (First) (Middle)</p> <p>C/O NETGEAR, INC., ^ 350 EAST PLUMERIA DRIVE</p> <p>(Street)</p> <p>SAN JOSE, ^ CA ^ 95134</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/28/2011</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 <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP and GM, SPBU</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>05/09/2011</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <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	11,402 ⁽⁷⁾ ⁽⁸⁾	D	^

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) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â <u>(1)</u>	01/11/2018	Common Stock	2,813	\$ 28.79	D	Â
Employee Stock Option (Right to Buy)	Â <u>(2)</u>	01/16/2019	Common Stock	6,563	\$ 11.41	D	Â
Employee Stock Option (Right to Buy)	Â <u>(3)</u>	02/02/2020	Common Stock	10,313	\$ 21.1	D	Â
Employee Stock Option (Right to Buy)	Â <u>(4)</u>	06/13/2020	Common Stock	8,000	\$ 20.8	D	Â
Employee Stock Option (Right to Buy)	Â <u>(5)</u>	02/03/2021	Common Stock	20,000	\$ 35.32	D	Â
Employee Stock Option (Right to Buy)	Â <u>(6)</u>	04/26/2021	Common Stock	3,400	\$ 33.15	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clegg Michael C/O NETGEAR, INC. 350 EAST PLUMERIA DRIVE SAN JOSE, CA 95134	Â	Â	Â SVP and GM, SPBU	Â

Signatures

/s/ Andrew W. Kim, Attorney
in Fact

05/11/2011

 **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) 312.5 options are exercisable on the 11th day of each month, such that all options are exercisable by 1/11/2012.
- (2) 312.5 options are exercisable on the 16th day of each month, such that all options are exercisable by 1/16/2013.
- (3) 312.5 options are exercisable on the 2nd day of each month, such that all options are exercisable by 2/2/2014.
- (4) 25% of the options will be exercisable on 6/13/2011, and 1/48 of the options is exercisable each month thereafter.
- (5) 25% of the options will be exercisable on 2/3/2012, and 1/48 of the options is exercisable each month thereafter.
- (6) 25% of the options will be exercisable on 4/26/2012, and 1/48 of the options is exercisable each month thereafter.
- (7) 9,800 shares are represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock. 1,000 units will vest on each of 1/11/2012, 1/16/2012 and 1/16/2013; and 1,700 units will vest on each of 4/26/2012, 4/26/2013, 4/26/2014 and 4/26/2015.
- (8) This Form 3 Amendment is being filed to correct the amount of shares owned, from the incorrect prior amount of 9,800 to the correct amount of 11,402.

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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