

FALCON MICHAEL F  
Form 4  
November 29, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FALCON MICHAEL F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
NETGEAR, INC., 350 E. PLUMERIA DR.  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/27/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, WW Ops and Support

SAN JOSE, CA 95134

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/27/2012		M <sup>(10)</sup>	312 A \$ 11.41	12,950	D	
Common Stock	11/27/2012		M <sup>(10)</sup>	416 A \$ 21.1	13,366	D	
Common Stock	11/27/2012		M <sup>(10)</sup>	354 A \$ 20.8	13,720	D	
Common Stock	11/27/2012		S <sup>(10)</sup>	1,082 D \$ 35	12,638	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)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 11.41	11/27/2012		M <sup>(10)</sup>	312	<u>(3)</u> 01/16/2019	Common Stock	312	
Restricted Stock Units	<u>(1)</u>					<u>(4)</u> <u>(2)</u>	Common Stock	2,125	
Employee Stock Option (Right to Buy)	\$ 21.1	11/27/2012		M <sup>(10)</sup>	416	<u>(5)</u> 02/02/2020	Common Stock	416	
Employee Stock Option (Right to Buy)	\$ 20.8	11/27/2012		M <sup>(10)</sup>	354	<u>(6)</u> 06/13/2020	Common Stock	354	
Employee Stock Option (Right to Buy)	\$ 35.32					<u>(7)</u> 02/03/2021	Common Stock	20,000	
Employee Stock Option (Right to Buy)	\$ 33.15					<u>(8)</u> 04/26/2021	Common Stock	3,400	

