

NETGEAR, INC
Form 4
November 03, 2006

FORM 4

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

OMB APPROVAL

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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 *
PEQUOT CAPITAL MANAGEMENT INC

(Last) (First) (Middle)

500 NYALA FARM ROAD

(Street)

WESTPORT, CT 06880

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)

See Footnote 1

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

____ 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 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 (1) (3)	Price	
Common Stock	11/01/2006		M	A	15,000 (1) (3)	\$ 18.97	15,000 (1) (3) D
Common Stock	11/01/2006		M	A	15,000 (1) (2)	\$ 12.75	30,000 (1) (2) D
Common Stock	11/01/2006		S	D	30,000 (1)	\$ 26.2039	0 (1) D

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

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Gregory J. Rossmann received an option to purchase 15,000 shares of Common Stock of the Issuer (the "2004 Option") as compensation for his service as a director on the Board of Directors of the Issuer on June 14, 2004. The 2004 Option is 100% vested and became exercisable on June 16, 2005 at an exercise price of \$12.75.

- (3) Gregory J. Rossmann received an option to purchase 15,000 shares of Common Stock of the Issuer (the "2005 Option") as compensation for his service as a director on the Board of Directors of the Issuer on May 18, 2005. The 2005 Option is 100% vested and became exercisable on May 23, 2006 at an exercise price of \$18.97.

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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