

PARKER GEORGE GC  
Form 4  
April 30, 2010

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PARKER GEORGE GC

(Last) (First) (Middle)

C/O 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)  
04/28/2010

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price (A) or (D)  |  |                                   |
| Common Stock                    | 04/28/2010                           |  | S                              |   | 100 D \$ 27.74  | 19,300   | D                                 |
| Common Stock                    | 04/28/2010                           |  | S                              |   | 100 D \$ 27.71  | 19,200   | D                                 |
| Common Stock                    | 04/28/2010                           |  | S                              |   | 494 D \$ 27.7   | 18,706   | D                                 |
| Common Stock                    | 04/28/2010                           |  | S                              |   | 500 D \$ 27.69  | 18,206   | D                                 |
| Common Stock                    | 04/28/2010                           |  | S                              |   | 300 D \$ 27.68  | 17,906   | D                                 |

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|              |            |   |       |   |          |        |   |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 04/28/2010 | S | 500   | D | \$ 27.67 | 17,406 | D |
| Common Stock | 04/28/2010 | S | 59    | D | \$ 27.66 | 17,347 | D |
| Common Stock | 04/28/2010 | S | 306   | D | \$ 27.65 | 17,041 | D |
| Common Stock | 04/28/2010 | S | 200   | D | \$ 27.64 | 16,841 | D |
| Common Stock | 04/28/2010 | S | 335   | D | \$ 27.63 | 16,506 | D |
| Common Stock | 04/28/2010 | S | 1,006 | D | \$ 27.62 | 15,500 | D |
| Common Stock | 04/28/2010 | S | 300   | D | \$ 27.61 | 15,200 | D |
| Common Stock | 04/28/2010 | S | 212   | D | \$ 27.6  | 14,988 | D |
| Common Stock | 04/28/2010 | S | 412   | D | \$ 27.59 | 14,576 | D |
| Common Stock | 04/28/2010 | S | 176   | D | \$ 27.58 | 14,400 | D |

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

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(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. Price or Value of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
|  |  |                                      |  |                                |   | (3)  | (4)   |   |                            |
| Restricted Stock                           | (1)  |                                      |  |                                |   |  |   | Common Stock  | 2,667                      |

Units

Director  
Stock

Option \$ 14.75  
(right to  
buy)

(2)

06/02/2019

Common  
Stock

1,800

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| PARKER GEORGE GC<br>C/O NETGEAR, INC.<br>350 E. PLUMERIA DR.<br>SAN JOSE, CA 95134 | X             |           |         |       |

## Signatures

/s/ Andrew W. Kim, Attorney  
in Fact

04/30/2010

\_\_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) Converts to common stock on a one for one basis.
- (2) The option was granted under the NETGEAR, Inc. 2006 Long-Term Incentive Plan. The option becomes exercisable in full on the date of the Issuer's 2010 Annual Meeting of Stockholders.
- (3) Stock units will be paid in an equal number of shares of the Issuer's common stock upon vesting of the units. 1/3 of the original units granted will vest on each anniversary of 1/12/07, the vesting commencement date, so that all of the units will have vested on 1/12/10.
- (4) Not applicable.

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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