LO PATRICK CS
Form 4/A
February 08, 2019

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
LO PATRICK CS

(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)
01/15/2019

4. If Amendment, Date Original Filed(Month/Day/Year)
01/16/2019

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman and CEO

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 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								120,048	I	See footnote (1)
Common Stock								147,668	I	See footnote (2)
Common Stock	01/15/2019		M(3)		3,311	A	$ 19.69 (4)	206,590	D	
Common Stock	01/15/2019		M(3)		8,277	A	$ 20.98	214,867	D	

						(4)		
Common Stock	01/15/2019	S(3)	3,311	D	$ 37.25 (5)	211,556	D	
Common Stock	01/15/2019	S(3)	8,277	D	$ 37.26 (5)	203,279	D	

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	$ 20.98 (4)	01/15/2019		M(3)			8,277	(6)	02/03/2021	Common Stock	8,277
Employee Stock Option (Right to Buy)	$ 19.69 (4)	01/15/2019		M(3)			3,311	(7)	04/26/2021	Common Stock	3,311
Employee Stock Option (Right to Buy)	$ 31.31							(8)	06/06/2022	Common Stock	100,000
Employee Stock Option (Right to Buy)	$ 32.54							(9)	05/16/2023	Common Stock	108,510

Employee Stock Option (Right to Buy)	$ 32.52		(10)	06/03/2024	Common Stock	100,000
Employee Stock Option (Right to Buy)	$ 31.28		(11)	06/02/2025	Common Stock	100,000
Employee Stock Option (Right to Buy)	$ 39.53		(11)	03/24/2026	Common Stock	115,000
Employee Stock Option (Right to Buy)	$ 42.7		(12)	06/01/2027	Common Stock	115,000
Common Stock	$ 70.15		(11)	01/25/2028	Common Stock	115,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LO PATRICK CS NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134	X		Chairman and CEO	

Signatures

/s/ Andrew W. Kim, Attorney in Fact	02/08/2019
**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 shares are held by the Patrick and Emily Lo Revocable Trust dated 4-7-99.

(2) The shares are held by the education trusts of Mr. Lo's children. Mr. Lo is a co-trustee of each such trust.

(3) 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 August 14, 2018.

(4) Price adjusted due to post Arlo Techonologies, Inc. spin-off

(5) The price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold. Upon request from the Commission staff, the Issuer, or a security holders of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(6) 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter.

(7) 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.

(8) 25% of the option grant is exercisable on 6/6/2013, and 1/48 of the option grant is exercisable each month thereafter.

(9) 25% of the option grant is exercisable on 5/16/2014, and 1/48 of the option grant is exercisable each month thereafter.

(10) 25% of the options will be exercisable on 6/03/2015, and 1/48 of the option grant is exercisable each month thereafter.

(11) This Option shall be exercisable, in whole or in part, in accordance with the following schedule: 25% of the Shares subject to the Option 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.

(12) This Option shall be exercisable, in whole or in part, in accordance with the following schedule: 25% of the Shares subject to the Option 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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