

Collins Patrick J III
 Form 4
 November 13, 2017

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 *
 Collins Patrick J III

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)

3. Date of Earliest Transaction (Month/Day/Year)
 11/10/2017

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

SVP, Arlo Smart Home Devices

350 E. PLUMERIA DR.

(Street)

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

SAN JOSE, CA 95134

(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		
Common Stock	11/10/2017		S ⁽¹⁾		2,121	D	
					49.02		
					<u>(2)</u>		
Common Stock	11/10/2017		M ⁽¹⁾		2,250	A	
					\$ 31.28		
Common Stock	11/10/2017		M ⁽¹⁾		2,250	A	
					\$ 33.78		
Common Stock	11/10/2017		M ⁽¹⁾		2,083	A	
					\$ 39.53		
Common Stock	11/10/2017		S ⁽¹⁾		6,583	D	
					\$ 49.02		

(2)

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
					(A) Acquired	(D) Disposed of (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date		
Employee Stock Option (Right to Buy)	\$ 31.28	11/10/2017		<u>M</u> ⁽¹⁾	2,250		06/02/2015	06/02/2025	Common Stock	2,250
Employee Stock Option (Right to Buy)	\$ 33.78	11/10/2017		<u>M</u> ⁽¹⁾	2,250		06/06/2014	06/06/2024	Common Stock	2,250
Employee Stock Option (Right to Buy)	\$ 39.53	11/10/2017		<u>M</u> ⁽¹⁾	2,083		<u>(3)</u>	03/24/2026	Common Stock	2,083
Employee Stock Option (Right to Buy)	\$ 42.7						<u>(4)</u>	06/01/2027	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Reporting Owners

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Collins Patrick J III
350 E. PLUMERIA DR.
SAN JOSE, CA 95134

SVP, Arlo Smart Home Devices

Signatures

/s/ Andrew W. Kim, Attorney
in Fact

11/13/2017

__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 exercise and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 30, 2017

The price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold. Upon request from the

- (2) 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.

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

- (3) 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.

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

- (4) 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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