

GODWIN A TIMOTHY
 Form 4
 November 22, 2010

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 *
 GODWIN A TIMOTHY

(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)
 11/18/2010

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | | | | (A) or (D) | Price | | Shares are held by the Maureen A. Godwin Family Trust |
| Common Stock | 11/18/2010 | | G | V 5,400 | D \$ 0 22,000 | D | |
| Common Stock | 11/18/2010 | | G | V 5,400 | A \$ 0 5,400 | I | Shares are held by A. Timothy Godwin |

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Family
Trust U/A
DTD
8/28/2001

| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 11/19/2010 | M | 15,000 | A | \$ 12.75 | 37,000 | D |
| Common Stock | 11/19/2010 | S | 15,000 | D | \$ 31.25 | 22,000 | D |
| Common Stock | 11/19/2010 | M | 10,800 | A | \$ 14 | 32,800 | D |
| Common Stock | 11/19/2010 | S | 10,800 | D | \$ 31.25 | 22,000 | 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) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Director Stock Option (right to buy) | \$ 18.97 | | | | | (1) | 05/18/2015 | Common Stock | 15,000 |
| Director Stock Option (right to buy) | \$ 12.75 | 11/19/2010 | | M | 15,000 | 05/18/2005 | 06/16/2014 | Common Stock | 15,000 |
| Director Stock Option (right to buy) | \$ 14.75 | | | | | (3) | 06/02/2019 | Common Stock | 1,800 |

buy)
 Director
 Stock
 Option \$ 14 11/19/2010 M 10,800 (2) 07/30/2013 Common Stock 10,800
 (right to
 buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GODWIN A TIMOTHY C/O NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134 | X | | | |

Signatures

/s/ Andrew Kim, Attorney
 in Fact 11/22/2010
 **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) 100% of this option grant is exercisable on 05/18/2005, the grant date. Shares underlying the option are restricted from transfer, with the restriction lapsing on the date of the Issuer's 2006 Annual Meeting of Stockholders, which was held on May 23, 2006.
- (2) This stock option was granted under the NETGEAR, Inc. 2000 Option Plan on July 30, 2003. Such option becomes exercisable at a rate of 1/3rd of the option on each anniversary of the grant date.
- (3) This 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.