

NETGEAR INC  
Form 4  
June 01, 2005

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**OLSON CHARLES T**

(Last) (First) (Middle)

**NETGEAR, INC., 4500 GREAT  
AMERICA PARKWAY**

(Street)

**SANTA CLARA, CA 95054**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/31/2005**

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) below)

VP, Engineering

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 2,518                                                                                                              | D                                                                    |                                         |
| Common<br>Stock <sup>(4)</sup>        | 05/31/2005                              |                                                             | M                                    | 7,650 A                                                                 | \$ 8.57 7,650                                                                                                      | D                                                                    |                                         |
| Common<br>Stock <sup>(4)</sup>        | 05/31/2005                              |                                                             | D                                    | 7,650 D                                                                 | \$ 19.75 0                                                                                                         | D                                                                    |                                         |

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

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SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)             | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) <sup>(4)</sup> | \$ 8.57                                                               | 05/31/2005                              |                                                             | M                                       | 7,650                                                                                                           | <u>(1)</u><br>01/06/2013                                       | Common<br>Stock                                                     | 7,650                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)                | \$ 16.53                                                              |                                         |                                                             |                                         |                                                                                                                 | 02/09/2005 <sup>(2)</sup><br>02/09/2014                        | Common<br>Stock                                                     | 10,000                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)                | \$ 15.35                                                              |                                         |                                                             |                                         |                                                                                                                 | 03/11/2005 <sup>(3)</sup><br>03/11/2015                        | Common<br>Stock                                                     | 20,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                          | Relationships |           |                    |       |
|-----------------------------------------------------------------------------------------|---------------|-----------|--------------------|-------|
|                                                                                         | Director      | 10% Owner | Officer            | Other |
| OLSON CHARLES T<br>NETGEAR, INC.<br>4500 GREAT AMERICA PARKWAY<br>SANTA CLARA, CA 95054 |               |           | VP,<br>Engineering |       |

## Signatures

/s/ Charles T.  
Olson 06/01/2005

        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) 25% of the option grant is exercisable on 01/06/2004, and 1/48 of the option grant is exercisable each month thereafter.

(2) 25% of the option grant is exercisable on 02/09/2005, and 1/48 of the option grant is exercisable each month thereafter.

100% of this option grant is exercisable on 3/11/05, the grant date. Shares underlying the option are restricted from transfer, with the  
(3) restriction lapsing with respect to 25% of the shares on each subsequent anniversary of the grant date, so that all underlying shares will be free from transfer restrictions on 3/11/09.

(4) This transaction is made pursuant to a Rule 10b5-1 Plan that was adopted in February 2005.

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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