

Kim Andrew Wonki  
 Form 4  
 January 21, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Kim Andrew Wonki

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)  
 C/O NETGEAR, INC., 350 E. PLUMERIA DR.

3. Date of Earliest Transaction (Month/Day/Year)  
 01/16/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP, Legal and Corp. Dev.

(Street)  
 SAN JOSE, CA 95134

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

(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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	01/16/2009		A	4,000 A \$ 0	14,000	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)

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

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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)	\$ 18.59					<u>(1)</u>	06/03/2018	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 11.56					<u>(2)</u>	10/21/2018	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 11.41	01/16/2009		A	15,000	<u>(3)</u>	01/16/2019	Common Stock	15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
Kim Andrew Wonki C/O NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134	Director 10% Owner Officer  VP, Legal and Corp. Dev.

## Signatures

/s/ Andrew W.  
Kim

01/21/2009

\*\*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) This option becomes exercisable as to 1/4 of the shares on the first anniversary of the vesting commencement date of March 31, 2008, and 1/48th of the shares become exercisable each month thereafter.

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- (2) This option becomes exercisable as to 1/4 of the shares on the first anniversary of the vesting commencement date of October 21, 2008, and 1/48th of the shares become exercisable each month thereafter.
- (3) This option becomes exercisable as to 1/4 of the shares on the first anniversary of the vesting commencement date of January 16, 2009, and 1/48th of the shares become exercisable each month thereafter.

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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