GODWIN A TIMOTHY
Form 4
January 25, 2012

FORM 4

OMB APPROVAL

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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

(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)
12/27/2011

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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	12/27/2011		G	V	3,415	D	$ 0	0	I	Shares are held by the Maureen A. Godwin Family Trust
Common Stock	12/27/2011		G	V	22,000	D	$ 0	6,000	D	
Common Stock	12/27/2011		G	V	25,415	A	$ 0	30,815	I	Shares are held by A Timothy

Godwin Family Trust (dated 3/27/95, as amended) (3)

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
Director Stock Option (right to buy)	$ 18.97							(1)	05/18/2015	Common Stock	15,000
Director Stock Option (right to buy)	$ 14.75							(2)	06/02/2019	Common Stock	1,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GODWIN A TIMOTHY C/O NETGEAR, INC.	X			

350 E. PLUMERIA DR.
SAN JOSE, CA 95134

Signatures

/s/ Andrew Kim, Attorney in Fact	01/25/2012
**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 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.
(3)	Changed name from "Shares are held by A. Timothy Godwin Family Trust U/A DTD 8/28/2001" to "A Timothy Godwin Family Trust (dated 3/27/95, as amended)"

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.