

POCH GERALD A
Form 4
November 24, 2004

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 *
**PEQUOT CAPITAL
MANAGEMENT INC**

(Last) (First) (Middle)

500 NYALA FARM ROAD

(Street)

WESTPORT, CT 06880

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/22/2004

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)

See Footnote 1

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|-------|-------|------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, \$0.001 par value | 11/22/2004 | | S | | 200,791 (2) | D | \$ 15.7502 | 0 (2) | I (2) | Investment Advisor (1) |
| Common Stock, \$0.001 par value | 11/22/2004 | | S | | 15,000 (2) | D | \$ 15.8 | 0 (2) | I (2) | Investment Advisor (1) |
| Common Stock, \$0.001 par value | 11/22/2004 | | S | | 22,500 (2) | D | \$ 15.8156 | 0 (2) | I (2) | Investment Advisor (1) |

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| | | | | | | | | |
|------------------------------------------|------------|---|----------------|---|---------|-------------|-------|---------------------------|
| Common Stock, \$0.001 par value | 11/23/2004 | S | 100,000 (2) | D | \$ 16.1 | 0 (2) | I (2) | Investment Advisor (1) |
| Common Stock, \$0.001 par value | 11/23/2004 | S | 75,000 (2) | D | \$ 16.4 | 0 (2) | I (2) | Investment Advisor (1) |
| Common Stock, \$0.001 par value | 11/23/2004 | S | 25,000 (2) | D | \$ 16.3 | 100,000 (2) | I (2) | Investment Advisor (1) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------|---------------|-----------|---------|-------------------|
| | Director | 10% Owner | Officer | Other |
| PEQUOT CAPITAL MANAGEMENT INC 500 NYALA FARM ROAD WESTPORT, CT 06880 | | | | See Footnote 1 |
| ROSSMAN GREGORY J 500 NYALA FARM ROAD WESTPORT, CT 06880 | X | | | See Footnote 1 |

POCH GERALD A
500 NYALA FARM ROAD
WESTPORT, CT 06880

X

See
Footnote 1

Signatures

/s/ Aryeh Davis, General Counsel, Pequot Capital
Management, Inc.

11/24/2004

__Signature of Reporting Person

Date

/s/ Gerald A. Poch, Director (1)

11/24/2004

__Signature of Reporting Person

Date

/s/ Gregory J. Rossmann, Director (1)

11/24/2004

__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).

Pequot Capital Management, Inc. ("Pequot") is an investment advisor registered under Section 203 of the Investment Advisors Act of 1940 and has voting and investment power with respect to securities in clients' accounts. Pequot disclaims any obligation to file this

(1) report, and this report shall not be deemed an admission that Pequot is subject to Section 16 of the Exchange Act with respect to the issuer of such securities. Gerald A. Poch and Gregory J. Rossmann are employees of Pequot and serve on the Board of Directors of the Issuer and disclaim beneficial ownership of these securities except to the extent of their pecuniary interest.

(2) Pequot disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Pequot is, for the purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of such securities.

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.