

NETGEAR, INC
Form 4/A
May 27, 2008

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 *
LO PATRICK CS

(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)
06/15/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
06/20/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

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 or Price (D) | | |
| Common Stock | 06/15/2007 | | M | | 21,853 A \$ 4.51 | I | See footnote ⁽³⁾ |
| Common Stock | 06/18/2007 | | M | | 4,490 A \$ 4.51 | I | See footnote ⁽³⁾ |
| Common Stock | 06/19/2007 | | M | | 3,657 A \$ 4.51 | I | See footnote ⁽³⁾ |

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

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number.

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 4.51 | 06/15/2007 | | M | 21,853 | <u>(1)</u> 04/03/2010 | Common Stock | 21,853 |
| Employee Stock Option (Right to Buy) | \$ 4.51 | 06/18/2007 | | M | 4,490 | <u>(1)</u> 04/03/2010 | Common Stock | 4,490 |
| Employee Stock Option (Right to Buy) | \$ 4.51 | 06/19/2007 | | M | 3,657 | <u>(1)</u> 04/03/2010 | Common Stock | 3,657 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LO PATRICK CS NETGEAR, INC. 4500 GREAT AMERICA PARKWAY SANTA CLARA, CA 95054 | X | | Chairman and CEO | |

Signatures

/s/ Patrick C.S.
Lo 05/27/2008

**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 4/3/2001, and 1/48 of the option grant is exercisable each month thereafter.

This option exercise was inadvertently omitted from the reporting person's original Form 4, and from the reporting person's Form 4 filed on June 15, 2007. Therefore the numbers reported in Column 5 of Table I for this holding in such reports and in all reports subsequent to June 15, 2007 were erroneous and are hereby amended to reflect this option exercise.

(3) The shares are held by the Patrick and Emily Lo Revocable Trust dated 4-7-99.

This option exercise was inadvertently omitted from the reporting person's original Form 4 and from the reporting person's Form 4 filed on June 18, 2007. Therefore the numbers reported in Column 5 of Table I for this holding in such reports and in all reports subsequent to June 18, 2007 were erroneous and are hereby amended to reflect this option exercise.

(5) This option exercise was inadvertently omitted from the reporting person's original Form 4. Therefore the numbers reported in Column 5 of Table I for this holding in such report and in all reports subsequent to the reporting person's original Form 4 were erroneous and are hereby amended to reflect this option exercise.

(6) This option exercise was inadvertently omitted from the reporting person's original Form 4 and from the reporting person's Form 4 filed on June 15, 2007. Therefore the numbers reported in Column 9 of Table II for this holding in such reports and in all reports subsequent to June 15, 2007 were erroneous and are hereby amended to reflect this option exercise.

(7) This option exercise was inadvertently omitted from the reporting person's original Form 4 and from the reporting person's Form 4 filed on June 18, 2007. Therefore the numbers reported in Column 9 of Table II for this holding in such reports and in all reports subsequent to June 18, 2007 were erroneous and are hereby amended to reflect this option exercise.

(8) This option exercise was inadvertently omitted from the reporting person's original Form 4. Therefore the numbers reported in Column 9 of Table II for this holding in such report and in all reports subsequent to the reporting person's original Form 4 were erroneous and are hereby amended to reflect this option exercise.

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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