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NETGEAR, INC

Reported by

WERDANN MICHAEL A

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/02/17 for the Period Ending 01/31/17

Address	350 EAST PLUMERIA DRIVE SAN JOSE, CA 95134
Telephone	4089078000
CIK	0001122904
Symbol	NTGR
SIC Code	3661 - Telephone and Telegraph Apparatus
Industry	Communications & Networking
Sector	Technology
Fiscal Year	12/31

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
WERDANN MICHAEL A (Last) (First) (Middle)	**NETGEAR, INC [NTGR]**	____ Director ____ 10% Owner
WERDANN MICHAEL A	3. Date of Earliest Transaction (MM/DD/YYYY) **1/31/2017**	__ X __ Officer (give title below) ____ Other (specify below) **SVP of Worldwide Sales**
(Street) **350 E. PLUMERIA DR. SAN JOSE, CA 95134** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	**1/31/2017**		**F**		**490**	**D**	**$56.90**	**24260**	**D**	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	**$32.54**							**5/6/2013** (1)	**5/6/2023**	**Common Stock**	**2250.0**		**2250**	**D**	
Employee Stock Option (Right to Buy)	**$32.52**							**6/3/2014** (2)	**6/3/2024**	**Common Stock**	**7125.0**		**7125**	**D**	
Employee Stock Option (Right to Buy)	**$31.28**							**6/2/2015** (3)	**6/2/2025**	**Common Stock**	**11625.0**		**11625**	**D**	
Employee Stock Option (Right to Buy)	**$39.53**							**3/24/2016** (4)	**3/24/2026**	**Common Stock**	**18000.0**		**18000**	**D**	

Explanation of Responses:

(1) 25% of the option grant is exercisable on 5/6/2014, and 1/48 of the option grant is exercisable each month thereafter.

(2) 25% of the option grant is exercisable on 6/3/2015, and 1/48 of the option grant is exercisable each month thereafter.

(3) 25% of the option grant is exercisable on 6/2/2016, and 1/48 of the option grant is exercisable each month thereafter.

(4) This Option shall be exercisable, in whole or in part, in accordance with the following schedule: 25% of the Shares subject to the Option shall vest twelve months after the Vesting Start Date, and 1/48 of the Shares subject to the Option shall vest each month thereafter, subject to the Optionee continuing to be a Service Provider on such dates.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WERDANN MICHAEL A **WERDANN MICHAEL A** **350 E. PLUMERIA DR. SAN JOSE, CA 95134**			**SVP of Worldwide Sales**	

Signatures

/s/ Andrew W. Kim, Attorney in Fact	2/2/2017
** Signature of Reporting Person	Date

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

* 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).

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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