

LO PATRICK CS
Form 4/A
January 05, 2005

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 *
LO PATRICK CS

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)
NETGEAR, INC., 4500 GREAT AMERICA PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2005

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

SANTA CLARA, CA 95054
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
01/04/2005

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 Indirect Ownership (Instr. 4)	
			Code	V	Amount or Price			
Common Stock <u>(1)</u>	01/03/2005		M		70,978 A \$ 4.51	70,978	D	
Common Stock <u>(1)</u>	01/03/2005		D		70,978 D \$ 18.69	0	D	
Common Stock						86,488	I	See footnote <u>(2)</u>
Common Stock						111,525	I	See footnote <u>(3)</u>
						12,808	I	

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 transaction is made pursuant to a Rule 10b5-1 Plan that was adopted in November 2004.

(2) The shares are held by the Patrick C.S. Lo Grantor Retained Annuity Trust.

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

(4) The shares are held by the education trust of the Reporting Person's children, of which the Reporting Person is a co-trustee.

(5) On April 5, 2000, the Reporting Person was granted an option to purchase 996,761 shares under the NETGEAR, Inc. 2000 Stock Option Plan. The option becomes exercisable as to 1/4th of the shares one year after the vesting start date of December 3, 1999 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.

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.