POCH GERALD A Form 4

February 03, 2005

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number: January 31, Expires: 2005

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response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

02/01/2005(4)

\$0.001 par

value

1. Name and Address of Reporting Perso PEQUOT CAPITAL MANAGEMENT INC	2. Issuer Name and Ticker or Trading Symbol NETGEAR INC [NTGR]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle	or Batte of Barriest Transaction	(Check all applicable)			
500 NYALA FARM ROAD	(Month/Day/Year) 02/01/2005	Director 10% Owner Officer (give titleX Other (specify below) See Footnote 1			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line)  Form filed by One Reporting Person			
WESTPORT, CT 06880		_X_ Form filed by More than One Reporting Person			
(City) (State) (Zip)	<b>Table I - Non-Derivative Securities</b> A	Acquired, Disposed of, or Beneficially Owned			
1.Title of 2. Transaction Date 2A. Security (Month/Day/Year) Executive (Month/Day/Year)	1				

(Instr. 3) Code (Instr. 3, 4 and 5) Form: Beneficial anv Beneficially (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common Investment Stock, 110,000 D  $10,000 \stackrel{(2)}{=} \stackrel{(3)}{=}$ I (2) (4) J

(2)(4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

**(4)** 

(4)

Advisor (1)

(4)

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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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Tit		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A4		
									Amount		
						Date	Expiration		or		
							de Date	Number			
						Z.ici ciodole	2		of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
toporting of the rame, required	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**

Aryeh Davis, General Counsel, Pequot Capital Management, Inc	02/03/2005	
**Signature of Reporting Person	Date	
Gerald A. Poch, Director (1)	02/03/2005	
**Signature of Reporting Person	Date	
Gregory J. Rossmann, Director (1)	02/03/2005	
**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) Pequot Capital Management, Inc. ("Pequot") is an investment advisor registered under Section 203 of the Investment Advisors Act of 1940 and has voting power with respect to securities in clients' accounts. Pequot disclaims any obligation to file this 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.

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Gerald A. Poch and Gregory J. Rossmann are employees of Pequot and serve on the Board of Directors of the Issuer and disclaim any 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.
- (3) This is a negative number.
  - As of February 1, 2005 (the "Transaction Date"), Pequot became the investment manager of the operations of WC Capital Management,
- (4) LLC (including the funds managed by it). Immediately prior to the Transaction Date, one of the funds managed by WC Capital Management, LLC had a short position of 110,000 shares of the Issuer.

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.