

Srinivasan Varadarajan
 Form 4/A
 February 18, 2010

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 *
 Srinivasan Varadarajan

2. Issuer Name and Ticker or Trading Symbol
 NETLOGIC MICROSYSTEMS INC
 [NETL]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1875 CHARLESTON RD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/24/2009

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Vice President and CTO

MOUNTAIN VIEW, CA 94043
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)
 11/27/2009

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 11/24/2009 | | M | 320 A \$ 33.72 | 92,658 ⁽³⁾ | D | |
| Common Stock | 11/24/2009 | | M | 7,854 A \$ 23.4 | 100,512 | D | |
| Common Stock | 11/24/2009 | | M | 7,096 A \$ 19.83 | 107,608 | D | |
| Common Stock | 11/24/2009 | | M | 14,419 A \$ 23.94 | 122,027 | D | |
| Common Stock | 11/24/2009 | | S | 44,689 D \$ 41.2942 | 77,338 | D | |

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Common Stock 11/25/2009 S 10,000 D \$
 41.2862 67,338 D
(2)

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (right to buy) | \$ 33.72 | 11/24/2009 | | M | 320 | 02/23/2007 02/22/2016 | Common Shares 796 |
| Stock Option (right to buy) | \$ 23.4 | 11/24/2009 | | M | 7,854 | 08/01/2007 07/31/2016 | Common Shares 9,917 |
| Stock Option (right to buy) | \$ 19.83 | 11/24/2009 | | M | 7,096 | 10/31/2007 10/30/2016 | Common Shares 14,916 |
| Stock Option (right to buy) | \$ 23.94 | 11/24/2009 | | M | 14,419 | 01/30/2008 01/29/2017 | Common Shares 21,333 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Srinivasan Varadarajan 1875 CHARLESTON RD. | | | Vice President and CTO | |

MOUNTAIN VIEW, CA 94043

Signatures

/s/ Roland B. Cortes, by power of
attorney

02/18/2010

__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) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$41 to \$41.75. The number of shares sold at each separate price will be provided upon request by the Securities and Exchange Commission, NetLogic Microsystems, or a security holder of NetLogic Microsystems.

(2) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$41.07 to \$41.44. The number of shares sold at each separate price will be provided upon request by the Securities and Exchange Commission, NetLogic Microsystems, or a security holder of NetLogic Microsystems.

(3) Due to clerical errors on the Form 4 filings on February 28, 2006 and July 9, 2008, incorrect balances (only) of the total number of shares owned by Mr. Srinivasan was incorrectly overstated. Each subsequent Form 4 filing carried forward the incorrect balances. This filing has been amended to show the correct total balance as of the date of the trades reported herein.

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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