

Maghsoudnia Mozafar
Form 4
October 01, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Maghsoudnia Mozafar

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 ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/29/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President, Manufacturing

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

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

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 | (A) or (D) | Price |
| Common Stock (exercise of stock option) | 09/29/2010 | | M | | 4,656 ⁽¹⁾ | A | \$ 17.555 ⁽¹⁾ |
| Common Stock | 09/29/2010 | | S ⁽²⁾ | | 4,656 | D | \$ 28 |
| | | | | | | | 52,432 |
| | | | | | | | 47,776 |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control 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 (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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (right to buy) | \$ 17.555 (1) | 09/29/2010 | | M | 4,656 (1) | 02/07/2016 02/06/2016 | Common Stock (1) | 4,656 (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Maghsoudnia Mozafar 1875 CHARLESTON ROAD MOUNTAIN VIEW, CA 94043 | | | Vice President, Manufacturing | |

Signatures

/s/ Roland B. Cortes, by power of attorney
Date: 10/01/2010

**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).

On February 16, 2010, NetLogic Microsystems Inc. declared a stock dividend, payable to all holders of record of common stock on March 5, 2010, of one share of common stock for each share of common stock outstanding. As a result, and pursuant to anti-dilution

(1) provisions of NetLogic Microsystems' equity incentive plans, this option which was previously reported as an option for 2,328 shares of common stock at an exercise price of \$35.11 per share, was adjusted to 4,656 shares of common stock at an exercise price of \$17.555 per share.

(2) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 30, 2010.

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.