

Maghsoudnia Mozafar
 Form 4
 November 05, 2010

FORM 4

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

OMB APPROVAL

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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, 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)
 11/04/2010

____ 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)	11/04/2010		M		7,292 <u>(1)</u>	A	\$ 11.97 <u>(1)</u> 55,068	D
Common Stock (exercise of stock option)	11/04/2010		M		2,250 <u>(2)</u>	D	\$ 11.7 <u>(2)</u> 57,318	D
Common Stock	11/04/2010		S		9,542	D	\$ 31.5 47,776	D

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Common Stock (exercise of stock option)	11/05/2010	M	5,000 (3)	D	\$ 17.55 (3)	52,776	D
Common Stock	11/05/2010	S ⁽⁴⁾	5,000	D	\$ 32	47,776	D
Common Stock	11/05/2010	A	12,500 (5)	A	\$ 0	60,276	D

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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 17.555 (3)	11/05/2010		M	5,000 (3)	02/07/2016 02/06/2016	Common Stock	11,094 (3)
Stock Option (right to buy)	\$ 11.97 (1)	11/04/2010		M	7,292 (1)	01/30/2008 01/29/2017	Common Stock	9,722 (1)
Stock Option (right to buy)	\$ 11.7 (2)	11/04/2010		M	2,250 (2)	08/01/2007 07/31/2016	Common Stock	2,250 (2)

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

11/05/2010

__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 provisions of NetLogic Microsystems' equity incentive plans, this option which was previously reported as an option for 4,861 shares of common stock at an exercise price of \$23.94 per share, was adjusted to 9,722 shares of common stock at an exercise price of \$11.97 per share.

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 provisions of NetLogic Microsystems' equity incentive plans, this option which was previously reported as an option for 1,125 shares of common stock at an exercise price of \$23.40 per share, was adjusted to 2,250 shares of common stock at an exercise price of \$11.70 per share.

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 provisions of NetLogic Microsystems' equity incentive plans, this option which was previously reported as an option for 5,547 shares of common stock at an exercise price of \$35.11 per share, was adjusted to 11,094 shares of common stock at an exercise price of \$17.555 per share.

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

(5) Restricted Stock Unit (RSU) award granted on November 5, 2010. Each RSU represents a contingent right to receive one share of the company's common stock once vested. The entire award vests on November 15, 2013, subject in all instances to the reporting person's continuous employment or consulting status with the company.

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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