

Zander Marcia Jean  
Form 4  
August 05, 2010

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Zander Marcia Jean

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)  
08/03/2010

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Senior VP of WW Sales

MOUNTAIN VIEW, CA 94043

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)               | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock<br>(exercise<br>of stock<br>option) | 08/03/2010                              |                                                             | M                                    | 22,414 A                                                                | \$ 15.15 93,672                                                                                                    | D                                                                       |                                                                   |
| Common<br>Stock<br>(exercise<br>of stock<br>option) | 08/03/2010                              |                                                             | M                                    | 36,616<br>(1) A                                                         | \$ 11.97<br>(1) 130,288                                                                                            | D                                                                       |                                                                   |
| Common<br>Stock                                     | 08/03/2010                              |                                                             | M                                    | 13,854<br>(2) A                                                         | \$ 9.05<br>(2) 144,142                                                                                             | D                                                                       |                                                                   |

# Edgar Filing: Zander Marcia Jean - Form 4

(exercise  
of stock  
option)

|                 |            |   |               |   |                      |        |   |
|-----------------|------------|---|---------------|---|----------------------|--------|---|
| Common<br>Stock | 08/03/2010 | S | 72,884<br>(3) | D | \$<br>29.1396<br>(4) | 71,258 | D |
|-----------------|------------|---|---------------|---|----------------------|--------|---|

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                            |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|----------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(right to<br>buy)                | \$ 15.15                                                              | 08/03/2010                              |                                                             | M                                       |                                                                                                              | 22,414                                                         |     | 06/05/2008                                                          | 06/04/2017         | Common<br>Stock            | 22,414                              |
| Stock<br>Option<br>(right to<br>buy)                | \$ 11.97<br><u>(1)</u>                                                | 08/03/2010                              |                                                             | M                                       |                                                                                                              | 36,616<br><u>(1)</u>                                           |     | 01/30/2008                                                          | 01/29/2017         | Common<br>Stock <u>(1)</u> | 42,666<br><u>(1)</u>                |
| Stock<br>Option<br>(right to<br>buy)                | \$ 9.05 <u>(2)</u>                                                    | 08/03/2010                              |                                                             | M                                       |                                                                                                              | 13,854<br><u>(2)</u>                                           |     | 10/10/2006                                                          | 10/09/2015         | Common<br>Stock <u>(2)</u> | 13,854<br><u>(2)</u>                |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Zander Marcia Jean  
1875 CHARLESTON RD.  
MOUNTAIN VIEW, CA 94043

Senior VP of WW Sales

## Signatures

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

08/05/2010

\_\_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

- (1) provisions of NetLogic Microsystems' equity incentive plans, this option which was previously reported as an option for 21,333 shares of common stock at an exercise price of \$23.94 per share, was adjusted to 42,666 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

- (2) provisions of NetLogic Microsystems' equity incentive plans, this option which was previously reported as an option for 6,927 shares of common stock at an exercise price of \$18.10 per share, was adjusted to 13,854 shares of common stock at an exercise price of \$9.05 per share.

- (3) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 21, 2010.

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

- (4) on this date; the actual sale prices per share range from \$29.00 to \$29.68. 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.

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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