

Zander Marcia Jean  
 Form 4  
 December 07, 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 \*  
 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)  
 3975 FREEDOM CIRCLE, 9TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
 12/03/2010

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

(Street)  
 SANTA CLARA, CA 95054

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

(City) (State) (Zip)

**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)	12/03/2010		M	19,834 <sup>(1)</sup>	A	\$ 11.7	101,092	D
Common Stock	12/03/2010		S <sup>(2)</sup>	19,834	D	\$ 33	81,258	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)

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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 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)	Amount or Number of Shares
Stock option (right to buy)	\$ 11.7	12/03/2010		M	19,834	08/01/2007 07/31/2016	Common Stock	19,834

## Reporting Owners

Reporting Owner Name / Address	Relationships
Zander Marcia Jean 3975 FREEDOM CIRCLE 9TH FLOOR SANTA CLARA, CA 95054	Director 10% Owner Officer Senior VP of WW Sales Other

## Signatures

/s/ Roland B. Cortes, by power of attorney  
12/07/2010  
\*\*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 9,917 shares of common stock at an exercise price of \$23.40 per share, was adjusted to 19,834 shares of common stock at an exercise price of \$11.70 per share.
- (1) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 21, 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.