

Maghsoudnia Mozafar
Form 4
February 09, 2011

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

OMB
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(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)
3975 FREEDOM CIRCLE, 9TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2011

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

(Street)
SANTA CLARA, CA 95054

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 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 (A) or (D)	Price			
Common Stock	02/07/2011		A		12,800 (1)	A \$ 0	73,470	D	
Common Stock	02/08/2011		M		5,000	A \$ 17.55	78,479	D	
Common Stock	02/08/2011		S		5,000 (2)	D \$ 39.6437 (3)	73,470	D	

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

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(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 (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)	\$ 17.55	02/08/2011		M	5,000	02/07/2007 02/06/2016	Common Shares	6,094

Reporting Owners

Reporting Owner Name / Address	Relationships
Maghsoudnia Mozafar 3975 FREEDOM CIRCLE 9TH FLOOR SANTA CLARA, CA 95054	Director 10% Owner Officer Other Vice President, Manufacturing

Signatures

/s/ Roland B. Cortes, by power of attorney
Date 02/09/2011

__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).

Restricted Stock Unit (RSU) award granted on February 7, 2011. Each RSU represents a contingent right to receive one share of the company's common stock once vested. The entire award vests on May 15, 2014, subject in all instances to the reporting person's continuous employment or consulting status with the company.

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

(3) 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 \$38.64 to \$39.94. 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.

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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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