

Zander Marcia Jean
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

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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)
3975 FREEDOM CIRCLE, 9TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2011

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) 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)
__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 (1) or (D)	Price	
Common Stock	02/07/2011		A		14,000 (1)	\$ 0	95,258 D
Common Stock	02/08/2011		M		13,126 (2)	\$ 6.33 (2)	108,384 D
Common Stock	02/08/2011		M		18,208 (3)	\$ 16.86 (3)	126,592 D
Common Stock	02/08/2011		M		3,457	\$ 11.97	130,049 D
Common Stock	02/08/2011		S		34,791 (4)	\$ 39.6812	95,258 D

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(5)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 6.33 ⁽²⁾	02/08/2011		M	13,126 ⁽²⁾	04/20/2005	04/19/2015	Common Shares	13,126 ⁽²⁾
Stock Option (right to buy)	\$ 16.86 ⁽³⁾	02/08/2011		M	18,208 ⁽³⁾	02/23/2006	02/22/2016	Common Shares	18,208 ⁽³⁾
Stock Option (right to buy)	\$ 11.97	02/08/2011		M	3,457	01/30/2008	01/29/2017	Common Shares	3,457

Reporting Owners

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

Signatures

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

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).

- (1) 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) 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 6,563 shares of common stock at an exercise price of \$12.65 per share, was adjusted to 13,126 shares of common stock at an exercise price of \$6.33 per share.

- (3) 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 9,104 shares of common stock at an exercise price of \$33.72 per share, was adjusted to 18,208 shares of common stock at an exercise price of \$16.86 per share.

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

- (5) 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 \$39.97. 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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