

Srinivasan Varadarajan
Form 4
February 15, 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 *
Srinivasan Varadarajan

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)
02/11/2011

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

(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)
Common Stock	02/11/2011		M	(A) or (D) Code V Amount Price M 3,457 A \$ 11.97 (1) (1)	112,494	D	
Common Stock	02/11/2011		M	8,216 A \$ 15.145 (2) (2)	120,710	D	
Common Stock	02/11/2011		M	1,924 A \$ 13.93 (3) (3)	122,634	D	
Common Stock	02/11/2011		S	\$ 13,597 D 40.0433 (4)	109,037	D	

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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 (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)	\$ 11.97 (1)	02/11/2011		M	3,457 (1)	01/30/2008 01/29/2017	Common Shares	3,457 (1)
Stock Option (right to buy)	\$ 15.145 (2)	02/11/2011		M	8,216 (2)	06/05/2008 06/04/2017	Common Shares	8,216 (2)
Stock Option (right to buy)	\$ 13.93 (3)	02/11/2011		M	1,924 (3)	01/07/2009 01/06/2018	Common Shares	23,100 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Srinivasan Varadarajan 3975 FREEDOM CIRCLE 9TH FLOOR SANTA CLARA, CA 95054	Vice President and CTO

Signatures

/s/ Roland B. Cortes, by power of attorney 02/15/2011

__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).

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 1,297 shares of common stock at an exercise price of \$23.94 per share, was adjusted to 3,457 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 4,108 shares of common stock at an exercise price of \$30.29 per share, was adjusted to 8,216 shares of common stock at an exercise price of \$15.145 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

- (3) provisions of NetLogic Microsystems' equity incentive plans, this option which was previously reported as an option for 11,550 shares of common stock at an exercise price of \$27.86 per share, was adjusted to 23,100 shares of common stock at an exercise price of \$13.93 per share.

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 \$40.00 to \$40.121. 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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