

GODINHO NORMAN
Form 4
February 17, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
GODINHO NORMAN

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	02/17/2012		D		2,733,310	D	\$ 50 (1) 0	See footnotes 2 and 3. (2) (3)
Common Stock	02/17/2012		D		105,000	D	\$ 50 (1) 0	See footnotes 3 and 4. (3) (4)
Common Stock	02/17/2012		D		300,000	D	\$ 50 (1) 0	See footnotes 3 and 5. (3)

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(5)

Common Stock	02/17/2012	D	7,500	D	\$ 50 (1)	7,500	D
Common Stock	02/17/2012	D	7,500	D	\$ 50 (6)	0	D

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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 19.67	02/17/2012		D	20,000	(7) 07/21/2019	Common Stock	20,000
Stock Option (right to buy)	\$ 16.55	02/17/2012		D	20,000	(9) 07/15/2018	Common Stock	20,000
Stock Option (right to buy)	\$ 16.96	02/17/2012		D	20,000	(10) 07/17/2017	Common Stock	20,000
Stock Option (right to buy)	\$ 13.14	02/17/2012		D	20,000	(11) 07/18/2016	Common Stock	20,000
Stock Option (right to buy)	\$ 9.36	02/17/2012		D	20,000	(12) 07/14/2015	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GODINHO NORMAN 3975 FREEDOM CIRCLE 9TH FLOOR SANTA CLARA, CA 95054	X			

Signatures

/s/ Roland B. Cortes, by power of attorney
Date: 02/17/2012

__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) Disposed of pursuant to the merger agreement (the "Merger Agreement") among the issuer, Broadcom Corporation and I&N Acquisition Corp. in exchange for \$50.00 cash per share.
- (2) These shares are directly held by The Godinho Family Revocable Living Trust dated April 21, 1995.
- (3) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.
- (4) These shares are directly held by the The Godinho Children's Trust dated November 7, 1983.
- (5) These shares are directly held by The Godinho Bypass Trust DTD June 12, 1995.
- (6) Pursuant to the Merger Agreement, this restricted stock unit award, which provided for vesting in full on the date of the issuer's 2012 annual stockholder meeting, was cancelled in exchange for a cash payment equal to the product of (a) the number of shares underlying such award, multiplied by (b) \$50.00.
- (7) This option provided for vesting in 12 equal monthly installments commencing 8/31/2009.
- (8) Pursuant to the Merger Agreement, this option was cancelled in exchange for a cash payment equal to the product of (a) the number of shares underlying such option, multiplied by (b) the excess of \$50.00 over the exercise price of such option.
- (9) This option provided for vesting in 12 equal monthly installments commencing 8/31/2008.
- (10) This option provided for vesting in 12 equal monthly installments commencing 8/31/2007.
- (11) This option provided for vesting in 12 equal monthly installments commencing 8/31/2006.
- (12) This option provided for vesting in 12 equal monthly installments commencing 8/31/2005.

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.