

Zander Marcia Jean
Form 4
August 05, 2010

FORM 4

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

OMB APPROVAL

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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)
1875 CHARLESTON RD.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2010

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

MOUNTAIN VIEW, CA 94043
(City) (State) (Zip)

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

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 | (D) | Price |
| Common Stock (exercise of stock option) | 08/03/2010 | | M | | 22,414 | A | \$ 15.15 |
| Common Stock (exercise of stock option) | 08/03/2010 | | M | | <u>36,616</u> ⁽¹⁾ | A | <u>\$ 11.97</u> ⁽¹⁾ |
| Common Stock | 08/03/2010 | | M | | <u>13,854</u> ⁽²⁾ | A | <u>\$ 9.05</u> ⁽²⁾ |
| | | | | | 93,672 | D | |
| | | | | | 130,288 | D | |
| | | | | | 144,142 | D | |

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(exercise of stock option)

Common Stock 08/03/2010 S 72,884 ⁽³⁾ D \$ 29.1396 ⁽⁴⁾ 71,258 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)

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) | \$ 15.15 | 08/03/2010 | | M | 22,414 | 06/05/2008 06/04/2017 | Common Stock | 22,414 |
| Stock Option (right to buy) | \$ 11.97 ⁽¹⁾ | 08/03/2010 | | M | 36,616 ⁽¹⁾ | 01/30/2008 01/29/2017 | Common Stock ⁽¹⁾ | 42,666 ⁽¹⁾ |
| Stock Option (right to buy) | \$ 9.05 ⁽²⁾ | 08/03/2010 | | M | 13,854 ⁽²⁾ | 10/10/2006 10/09/2015 | Common Stock ⁽²⁾ | 13,854 ⁽²⁾ |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Zander Marcia Jean
1875 CHARLESTON RD.
MOUNTAIN VIEW, CA 94043

Senior VP of WW Sales

Signatures

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

08/05/2010

__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

- (1) provisions of NetLogic Microsystems' equity incentive plans, this option which was previously reported as an option for 21,333 shares of common stock at an exercise price of \$23.94 per share, was adjusted to 42,666 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 6,927 shares of common stock at an exercise price of \$18.10 per share, was adjusted to 13,854 shares of common stock at an exercise price of \$9.05 per share.

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

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 \$29.00 to \$29.68. The number of shares sold at each separate price will be

- (4) 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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