

Maghsoudnia Mozafar  
Form 4  
February 15, 2011

**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 * |         |          | 2. Issuer Name and Ticker or Trading Symbol          | 5. Relationship of Reporting Person(s) to Issuer  |
| Maghsoudnia Mozafar                       |         |          | NETLOGIC MICROSYSTEMS INC<br>[NETL]                  | (Check all applicable)  |
| (Last)                                    | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)     | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| 3975 FREEDOM CIRCLE, 9TH FLOOR            |         |          | 02/14/2011   | Vice President, Manufacturing   |
| (Street)                                  |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)  |
| SANTA CLARA, CA 95054                     |         |          |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V Amount  |  |   |
| Common Stock                    | 02/14/2011                           |  | M                              | 8,000<br>(1)  | A \$ 15.145<br>(1)  | 81,470   | D   |
| Common Stock                    | 02/14/2011                           |  | S                              | 8,000   | D \$ 40.75  | 73,470   | D   |
| Common Stock                    | 02/15/2011                           |  | M                              | 4,388<br>(2)  | A \$ 15.145<br>(2)  | 77,858   | D   |
| Common Stock                    | 02/15/2011                           |  | M                              | 2,430   | A \$ 11.97  | 80,288   | D   |

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Common Stock      02/15/2011      S      6,818      D      \$ 40.26      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)

**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)                | \$ 15.145 <sup>(1)</sup>                               | 02/14/2011                           |  | M                              | 8,000 <sup>(1)</sup>  | 06/05/2008 06/04/2017                                    | Common Shares   | 9,100 <sup>(1)</sup>          |
| Stock Option (right to buy)                | \$ 15.145 <sup>(2)</sup>                               | 02/15/2011                           |  | M                              | 4,388 <sup>(2)</sup>  | 06/05/2008 06/04/2017                                    | Common Shares   | 4,388 <sup>(2)</sup>          |
| Stock Option (right to buy)                | \$ 11.97   | 02/15/2011                           |  | M                              | 2,430   | 01/30/2008 01/29/2017                                    | Common Shares   | 2,430                         |

## Reporting Owners

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

## 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 4,550 shares of common stock at an exercise price of \$30.29 per share, was adjusted to 9,100 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

- (2) provisions of NetLogic Microsystems' equity incentive plans, this option which was previously reported as an option for 8,776 shares of common stock at an exercise price of \$30.29 per share, was adjusted to 4,338 shares of common stock at an exercise price of \$15.145 per share.

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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