

Maghsoudnia Mozafar
Form 4
May 14, 2010

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 *
Maghsoudnia Mozafar

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 ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/12/2010

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Vice President, Manufacturing

MOUNTAIN VIEW, CA 94043

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	05/12/2010		M	(A) or (D) V Amount Price 2,440 \$ 9.05 (1) (1)	39,092 (2)	D	
Common Stock	05/12/2010		M	520 (3) A \$ 6.5 (3)	39,612	D	
Common Stock	05/12/2010		S	\$ 2,960 D 30.9824 (4)	36,652	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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. Date Exercisable and Expiration Date (Month/Day/Year)	9. Title	10. Amount or Number of Shares
Stock Option (right to buy)	\$ 9.05 ⁽¹⁾	05/12/2010		M	2,440 ⁽¹⁾	10/10/2006 10/09/2015	Common Stock ⁽¹⁾			2,440 ⁽¹⁾
Stock Option (right to buy)	\$ 6.5 ⁽³⁾	05/12/2010		M	520 ⁽³⁾	06/01/2004 05/31/2014	Common Stock ⁽³⁾			520 ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Maghsoudnia Mozafar 1875 CHARLESTON ROAD MOUNTAIN VIEW, CA 94043	Vice President, Manufacturing

Signatures

/s/ Roland B. Cortes, by power of attorney 05/14/2010

__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 provisions of NetLogic Microsystems' equity incentive plans, this option which was previously reported as an option for 1,220 shares of common stock at an exercise price of \$18.10 per share, was adjusted to 2,440 shares of common stock at an exercise price of \$9.05 per share.

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(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, the reporting person received 1,000 shares of common stock on March 19, 2010. At the same time, pursuant to anti-dilution provisions of NetLogic Microsystems' equity incentive plans, options for 62,744 shares of common stock held by the reporting person on March 19, 2010 became exercisable for 125,488 shares of common stock upon vesting, and awards of restricted stock units for 17,326 shares of common stock held by the reporting person on March 19, 2010 became issuable for 34,652 shares of common stock upon vesting.

(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 260 shares of common stock at an exercise price of \$13.00 per share, was adjusted to 520 shares of common stock at an exercise price of \$6.50 per share.

(4) 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 \$30.90 to \$31.00. 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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