

Zander Marcia Jean  
 Form 4  
 November 30, 2011

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

(Last) (First) (Middle)  
 3975 FREEDOM CIRCLE, 9TH FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/30/2011

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	11/30/2011		M		2,200	A	\$ 13.93 92,862	D
Common Stock	11/30/2011		M		1,626	A	\$ 16.86 (1) 94,488	D
Common Stock	11/30/2011		M		3,646	A	\$ 9.05 (2) 98,134	D
Common Stock	11/30/2011		M		3,564	A	\$ 10.705 (3) 101,698	D
	11/30/2011		M		7,186	A	108,884	D

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Common Stock						\$ 6.245 <u>(4)</u>		
Common Stock	11/30/2011		M	16,874	A	\$ 6	125,758	D
Common Stock	11/30/2011		S	35,096	D	\$ <u>(5)</u>	49,363 90,662	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)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 13.93	11/30/2011		M	2,200	01/31/2011 01/06/2018	Common Shares 4,400
Stock Option (right to buy)	\$ 16.86 <u>(1)</u>	11/30/2011		M	1,626 <u>(1)</u>	02/23/2007 02/22/2016	Common Shares 1,626 <u>(1)</u>
Stock Option (right to buy)	\$ 9.05 <u>(2)</u>	11/30/2011		M	3,646 <u>(2)</u>	10/10/2006 10/09/2015	Common Shares 3,646 <u>(2)</u>
Stock Option (right to buy)	\$ 10.705 <u>(3)</u>	11/30/2011		M	3,564 <u>(3)</u>	09/15/2006 09/14/2016	Common Shares 3,564 <u>(3)</u>
Stock Option (right to buy)	\$ 6.245 <u>(4)</u>	11/30/2011		M	7,186 <u>(4)</u>	04/26/2006 04/25/2015	Common Shares 7,186 <u>(4)</u>

buy)  
 Stock  
 Option (right to buy) \$ 6 11/30/2011 M 16,874 07/09/2005 07/08/2014 Common Shares 16,784

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zander Marcia Jean 3975 FREEDOM CIRCLE 9TH FLOOR SANTA CLARA, CA 95054			Senior VP of WW Sales	

## Signatures

/s/ Roland B. Cortes, by power of attorney 11/30/2011

\*\*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).
- (1) 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 813 shares of common stock at an exercise price of \$39.72 per share, was adjusted to 1,626 shares of common stock at an exercise price of \$16.86 per share.
- (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, and pursuant to anti-dilution provisions of NetLogic Microsystems' equity incentive plans, this option which was previously reported as an option for 1,823 shares of common stock at an exercise price of \$18.10 per share, was adjusted to 3,646 shares of common stock at an exercise price of \$9.05 per share.
- (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 1,782 shares of common stock at an exercise price of \$21.41 per share, was adjusted to 3,564 shares of common stock at an exercise price of \$10.705 per share.
- (4) 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 3,593 shares of common stock at an exercise price of \$12.49 per share, was adjusted to 7,186 shares of common stock at an exercise price of \$6.245 per share.
- (5) 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 \$49.33 to \$49.38. 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. 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.