

Cortes Roland Benjamin
 Form 4
 May 07, 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 *
 Cortes Roland Benjamin

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)
 05/05/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, General Counsel

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 (A) or (D) Price		
Common Stock	05/05/2010		M		534 <u>(1)</u> A \$ 16.86 <u>(1)</u>	D	
Common Stock	05/05/2010		M		7,288 <u>(3)</u> A \$ 15.145 <u>(3)</u>	D	
Common Stock	05/05/2010		M		796 <u>(4)</u> A \$ 9.915 <u>(4)</u>	D	
Common Stock	05/05/2010		M		1,822 <u>(5)</u> A \$ 11.97 <u>(5)</u>	D	
Common Stock	05/05/2010		M		796 <u>(6)</u> A \$ 11.7 <u>(6)</u>	D	

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Common Stock	05/05/2010	S ⁽⁷⁾	7,021	D	\$ 29.1284 (8)	37,353	D
Common Stock	05/05/2010	S ⁽⁷⁾	4,215	D	\$ 29.4642 (9)	33,138	D

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

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 16.86 (1)	05/05/2010		M	534 (1)	02/23/2007 02/22/2016	Common Stock (1)	534 (1)	
Stock Option (right to buy)	\$ 15.145 (3)	05/05/2010		M	7,288 (3)	06/05/2008 06/04/2017	Common Stock (3)	26,722 (3)	
Stock Option (right to buy)	\$ 9.915 (4)	05/05/2010		M	796 (4)	10/31/2007 10/30/2016	Common Stock (4)	2,390 (4)	
Stock Option (right to buy)	\$ 11.97 (5)	05/05/2010		M	1,822 (5)	01/30/2008 01/29/2017	Common Stock (5)	7,900 (5)	
Stock Option (right to buy)	\$ 11.7 (6)	05/05/2010		M	796 (6)	08/01/2007 07/31/2016	Common Stock (6)	2,124 (6)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cortes Roland Benjamin 1875 CHARLESTON RD. MOUNTAIN VIEW, CA 94043			VP, General Counsel	

Signatures

/s/ Roland B.
Cortes

05/07/2010

__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).

- (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 267 shares of common stock at an exercise price of \$33.72 per share, was adjusted to 534 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, the reporting person received 4,426 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 34,190 shares of common stock held by the reporting person on March 19, 2010 became exercisable for 68,380 shares of common stock, and awards of restricted stock units for 14,356 shares of common stock held by the reporting person on March 19, 2010 became exercisable for 28,712 shares of common stock.
- (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 13,361 shares of common stock at an exercise price of \$30.29 per share, was adjusted to 26,722 shares of common stock at an exercise price of \$15.145 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 1,195 shares of common stock at an exercise price of \$19.83 per share, was adjusted to 2,390 shares of common stock at an exercise price of \$9.915 per share.
- (5) 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 3,950 shares of common stock at an exercise price of \$23.94 per share, was adjusted to 7,900 shares of common stock at an exercise price of \$11.97 per share.
- (6) 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 1,062 shares of common stock at an exercise price of \$23.40 per share, was adjusted to 2,124 shares of common stock at an exercise price of \$11.70 per share.
- (7) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 30, 2009.
- (8) 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 \$28.34 to \$29.33. 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

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Microsystems.

- (9) 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 \$29.34 to \$29.70. 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.