

Dimitrelis Dimitrios
 Form 4
 May 17, 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 *
 Dimitrelis Dimitrios

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)
 05/13/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President of Engineering

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 | 05/13/2010 | | M | 530 <u>(1)</u> A \$ 9.915 <u>(1)</u> | 40,330 <u>(2)</u> | D | |
| Common Stock | 05/13/2010 | | M | 3,586 <u>(3)</u> A \$ 10.705 <u>(3)</u> | 43,916 | D | |
| Common Stock | 05/13/2010 | | M | 6,136 <u>(4)</u> A \$ 11.7 <u>(4)</u> | 50,502 | D | |
| Common Stock | 05/13/2010 | | M | 1,216 <u>(5)</u> A \$ 11.97 <u>(5)</u> | 51,268 | D | |
| Common Stock | 05/13/2010 | | M | 532 <u>(6)</u> A \$ 15.145 <u>(6)</u> | 51,800 | D | |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|-------------------|--------|---|
| Common Stock | 05/13/2010 | S ⁽⁷⁾ | 11,000 | D | \$ 29.5132 (8) | 40,800 | D |
| Common Stock | 05/13/2010 | S ⁽⁷⁾ | 1,000 | D | \$ 30.144 (9) | 39,800 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | 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) | \$ 9.915 (1) | 05/13/2010 | | M | 530 (1) | 10/31/2007 10/30/2016 | Common Stock (1) | 2,124 (1) | |
| Stock Option (right to buy) | \$ 10.705 (3) | 05/13/2010 | | M | 3,586 (3) | 09/15/2006 09/14/2015 | Common Stock (3) | 3,586 (3) | |
| Stock Option (right to buy) | \$ 11.7 (4) | 05/13/2010 | | M | 6,136 (4) | 07/31/2007 08/01/2016 | Common Stock (4) | 7,198 (4) | |
| Stock Option (right to buy) | \$ 11.97 (5) | 05/13/2010 | | M | 1,216 (5) | 01/30/2008 01/29/2017 | Common Stock (5) | 7,292 (5) | |
| Stock Option (right to buy) | \$ 15.145 (6) | 05/13/2010 | | M | 532 (6) | 06/05/2008 06/05/2017 | Common Stock (6) | 29,398 (6) | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dimitrelis Dimitrios 1875 CHARLESTON RD. MOUNTAIN VIEW, CA 94043 | | | Vice President of Engineering | |

Signatures

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

05/17/2010

__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 1,062 shares of common stock at an exercise price of \$19.83 per share, was adjusted to 2,124 shares of common stock at an exercise price of \$9.915 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, pursuant to anti-dilution provisions of NetLogic Microsystems' equity incentive plans, options for 45,191 shares of common stock held by the reporting person on March 19, 2010 became exercisable for 90,382 shares of common stock upon vesting, and awards of restricted stock units for 19,900 shares of common stock held by the reporting person on March 19, 2010 became issuable for 39,800 shares of common stock upon vesting.

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 1,793 shares of common stock at an exercise price of \$21.41 per share, was adjusted to 3,586 shares of common stock at an exercise price of \$10.705 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 provisions of NetLogic Microsystems' equity incentive plans, this option which was previously reported as an option for 3,599 shares of common stock at an exercise price of \$23.40 per share, was adjusted to 7,198 shares of common stock at an exercise price of \$11.70 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 provisions of NetLogic Microsystems' equity incentive plans, this option which was previously reported as an option for 3,646 shares of common stock at an exercise price of \$23.94 per share, was adjusted to 7,292 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 provisions of NetLogic Microsystems' equity incentive plans, this option which was previously reported as an option for 14,699 shares of common stock at an exercise price of \$30.29 per share, was adjusted to 29,398 shares of common stock at an exercise price of \$15.145 per share.

(7) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 16, 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 \$29.045 to \$30.04. 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 \$30.06 to \$30.26. 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.