

Zander Marcia Jean
 Form 4
 February 17, 2012

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 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)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/17/2012

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

(Street)
 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	02/15/2012		J ⁽¹⁾	A	\$ 42.26	90,890	D
Common Stock	02/17/2012		D	D	\$ 50 ⁽²⁾	74,400	D
Common Stock	02/17/2012		D	D	⁽³⁾ ⁽⁴⁾	61,200	D
Common Stock	02/17/2012		D	D	⁽³⁾ ⁽⁵⁾	48,000	D
Common Stock	02/17/2012		D	D	⁽³⁾ ⁽⁶⁾	38,000	D

Edgar Filing: Zander Marcia Jean - Form 4

Common Stock	02/17/2012	D	10,000	D	<u>(3)</u> <u>(7)</u>	28,000	D
Common Stock	02/17/2012	D	14,000	D	<u>(3)</u> <u>(8)</u>	14,000	D
Common Stock	02/17/2012	D	14,000	D	<u>(3)</u> <u>(9)</u>	0	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
Stock Option (right to buy)	\$ 13.93	02/17/2012		D	2,200	<u>(10)</u> 01/06/2018	Common Stock	2,200
Stock Option (right to buy)	\$ 10.95	02/17/2012		D	26,400	<u>(12)</u> 01/04/2019	Common Stock	26,400

Reporting Owners

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

Signatures

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

02/17/2012

__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) Shares acquired on February 15, 2012 under the NetLogic Microsystems, Inc. 2004 Employee Stock Purchase Plan.
- (2) Disposed of pursuant to the merger agreement (the "Merger Agreement") among the issuer, Broadcom Corporation ("Broadcom") and I&N Acquisition Corp. in exchange for \$50.00 cash per share.

Pursuant to the Merger Agreement, this restricted stock unit (RSU) award was assumed by Broadcom and converted into an RSU award for a number of shares of Broadcom common stock equal to the product (rounded down to the nearest whole share) of (a) the unissued number of issuer shares subject to such award, multiplied by (b) a fraction (the "Option Ratio"), the numerator of which is 50, and the denominator of which is the volume weighted average price for a share of Broadcom common stock for the five trading days immediately prior to (and excluding) February 17, 2012, as reported by Bloomberg, L.P.
- (3) number of issuer shares subject to such award, multiplied by (b) a fraction (the "Option Ratio"), the numerator of which is 50, and the denominator of which is the volume weighted average price for a share of Broadcom common stock for the five trading days immediately prior to (and excluding) February 17, 2012, as reported by Bloomberg, L.P.
- (4) This RSU award provided for vesting in full on May 5, 2012.
- (5) This RSU award provided for vesting in full on November 5, 2012.
- (6) This RSU award provided for vesting in full on May 15, 2013.
- (7) This RSU award provided for vesting in full on November 15, 2013.
- (8) This RSU award provided for vesting in full on May 15, 2014.
- (9) This RSU award provided for vesting in full on November 15, 2013.
- (10) This option provided for vesting at the rate of 1/12th of the shares subject to the option at the end of each calendar month during 2011.

Pursuant to the Merger Agreement, this option was assumed by Broadcom and converted into an option to purchase a number of shares of Broadcom common stock equal to the product (rounded down to the nearest whole share) of (a) the number of issuer shares issuable upon exercise in full of such option, multiplied by (b) the Option Ratio, at a proportionately reduced exercise price per share.
- (11) of Broadcom common stock equal to the product (rounded down to the nearest whole share) of (a) the number of issuer shares issuable upon exercise in full of such option, multiplied by (b) the Option Ratio, at a proportionately reduced exercise price per share.
- (12) This option provided for vesting at the rate of 1/12th of the shares subject to the option at the end of each calendar month during 2012.

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.