

Zander Marcia Jean
 Form 4
 May 07, 2009

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 *
 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)
 1875 CHARLESTON RD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/05/2009

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

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Restricted Stock Unit Award (Common Stock)	05/05/2009		A		6,600 (1) \$ 0	22,407	D
Stock Option (right to buy)	05/06/2009		M		7,999 A \$ 2	30,406	D
Common Stock	05/06/2009		S(2)		7,181 D \$ 35.19 (3)	23,225	D

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Restricted Stock Unit (RSU) award granted on May 5, 2009. Each RSU represents a contingent right to receive one share of the company's common stock once vested. The entire award vests on May 5, 2012, subject in all instances to the reporting person's continuous employment or consulting status with the company.

- (2) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 24, 2009.

- (3) 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 \$34.92 to \$35.76. 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.

- (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 \$36.00 to \$37.25. 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.