

Abdi Behrooz L.
Form 4
November 04, 2009

FORM 4

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

OMB APPROVAL

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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 *
Abdi Behrooz L.

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)
11/02/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP and GM

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 Shares)	11/02/2009		A		68,767 (1)	D	\$ 0 96,068
Restricted Stock Unit Award (Common Shares)	11/02/2009		A		94,555 (2)	D	\$ 0 190,623

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

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(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 Security (Instr. 3 and 4)
Stock Option (right to buy)	\$ 38.32	11/02/2009		M	283,667	04/30/2011 ⁽³⁾ 11/01/2019	Common Stock 283,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abdi Behrooz L. 1875 CHARLESTON RD. MOUNTAIN VIEW, CA 94043			Executive VP and GM	

Signatures

/s/ Roland B. Cortes, by power of attorney
11/04/2009

**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) Restricted Stock Unit (RSU) award granted on November 2, 2009. Each RSU represents a contingent right to receive one share of the company's common stock once vested. The RSUs vest as to 50% of the total number of shares subject thereto on April 30, 2010, and as to the remainder of such shares on October 31, 2010, subject in all instances to the reporting person's continuous employment or consulting status with the company.
- (2) Restricted Stock Unit (RSU) award granted on November 2, 2009. Each RSU represents a contingent right to receive one share of the company's common stock once vested. The RSUs vest with respect to one-sixth of the shares subject to the RSUs on April 30, 2011, and with respect to one-fifth of the remaining shares subject to the RSUs each six months thereafter, subject in all instances to the reporting person's continuous employment or consulting status with the company.
- (3) This grant will vest with respect to one-fifth of the shares subject to the option on October 31, 2010, and with respect to one forty-eighth of the remaining shares subject to the option each calendar month thereafter, subject to the reporting person's continuous employment or consulting status with the company.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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